



CHUGACH ELECTRIC ASSOCIATION, INC.
ANCHORAGE, ALASKA

GOVERNANCE COMMITTEE MEETING

AGENDA

Susanne Fleek-Green, Chair
Rachel Morse, Vice Chair

Mark Wiggin, Director
Sam Cason, Director
Bettina Chastain, Director

March 18, 2024

4:00 p.m.

Chugach Board Room

- I. CALL TO ORDER (4:00 p.m.)
 - A. Roll Call
- II. APPROVAL OF THE AGENDA* (4:05 p.m.)
- III. APPROVAL OF THE MINUTES* (4:10 p.m.)
 - A. January 10, 2024 (Slocum)
- IV. PERSONS TO BE HEARD (4:15 p.m.)
 - A. Member Comments
- V. UNFINISHED BUSINESS (none)
- VI. NEW BUSINESS** (scheduled) (4:25 p.m.)
 - A. Nominating Committee Recommendations (Committee) (4:25 p.m.)
 - B. Board Policy Updates* (Clarkson) (4:45 p.m.)
 - 1. BP 100 – Code of Ethics
 - 2. BP 101 – Statement of Objectives
 - 3. BP 102 – Board Policy Formulation, Approval and Distribution
 - 4. BP 103 – Duties and Responsibilities of the Board
 - 5. BP 104 – Prohibited Conduct and Conflict of Interest
 - 6. BP 105 – Confidential Information
 - 7. BP 106 – Director Duties and Standards of Conduct
 - 8. BP 107 – Authority of the Association - Appointed Rep. Regarding Jointly Owned & Operated Assets
 - 9. BP 108 – Directors’ Access to Association Data and Information
 - 10. BP 306 – Strategic Planning

* Denotes Action Items

** Denotes Possible Action Items

11. BP 506 – Drug and Alcohol Policy & Procedures

12. BP 605 – Requests for Association Information

C. Board Meeting Structure (Board) (5:45 p.m.)

- VII. EXECUTIVE SESSION (*none*)
- VIII. NEW BUSINESS (*none*)
- IX. DIRECTOR COMMENTS (*6:25 p.m.*)
- X. ADJOURNMENT* (*6:40 p.m.*)

* *Denotes Action Items*

** *Denotes Possible Action Items*

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

January 10, 2024
Wednesday

Immediately Following the Operations Committee Meeting

GOVERNANCE COMMITTEE MEETING

Recording Secretary: Heather Slocum

I. CALL TO ORDER

Chair Fleek-Green called the Governance Committee meeting to order at 6:43 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

A. Roll Call

Committee Members Present:

Susanne Fleek-Green, Chair
Rachel Morse, Vice Chair
Mark Wiggin, Director
Sam Cason, Director
Bettina Chastain, Director

Board Members Present:

Sisi Cooper, Director
Jim Nordlund, Director

Guests and Staff Attendance Present:

Arthur Miller	Kate Ayers	Bill Herman, Member
Andrew Laughlin	Scarlett Masten	
Allan Rudeck	Trish Baker	
Sherri Highers	Emily Mueller	
Matthew Clarkson	Bernie Smith, Member	

Via teleconference:

Sandra Cacy	Shaina Kilcoyne, Member	Jenny Stryker, Member
David Caye	Geroge Donart, Member	Brad Authier, Member
Aurora Roth, Member	Kim Henkel, MEA	Sara Nabirye, Member
Julian Ramirez, Member	Jim Henderson, Member	Mitchell Roth, Member

II. APPROVAL OF THE AGENDA

Director Morse moved, and Director Wiggin seconded the motion to approve the agenda. The motion passed unanimously.

III. APPROVAL OF MINUTES

Director Morse moved, and Director Cason seconded the motion to approve the October 17, 2023, Governance Committee meeting minutes. The motion passed unanimously.

IV. PERSONS TO BE HEARD

A. Member Comments

Chugach member Bill Herman gave comments on the gas supply.

Chugach members Bernie Smith, Jenny Marie Stryker and Brad Authier gave comments on the RPS.

V. UNFINISHED BUSINESS

None.

VI. NEW BUSINESS

A. Member Committees: Status

Scarlett Masten, Sustainability, Key Accounts & Document Control Specialist presented an update on member committees and responded to questions from the Committee.

B. Potential Bylaw Changes

The Committee discussed potential changes to the Board Compensation Bylaw and Policy. It was decided to table the discussion until the Regular Board of Directors' Meeting on January 24, 2024.

No motion was made at this time.

C. Legislative Priority Overview and Communications

Trish Baker, Government & Business Affairs Manager presented on the Legislative Priority Overview and Communications and responded to questions from the Committee.

D. Resolution: Renewable Portfolio Standard

Chair Fleek-Green presented the draft Renewable Portfolio Standard (RPS) and the Committee discussed. It was decided to continue the discussion at the Regular Board of Directors' Meeting to be held on January 24, 2024.

No motion was made at this time.

Director Cooper left the meeting at 8:13 p.m.

Director Cooper arrived online at 8:23 p.m.

VII. EXECUTIVE SESSION

None.

VIII. NEW BUSINESS

None.

IX. DIRECTOR COMMENTS

Director comments were made at this time.

X. ADJOURNMENT

At 9:30 p.m., Director Cason moved, and Director Morse seconded to adjourn. The motion passed unanimously.

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

GOVERNANCE COMMITTEE MEETING
AGENDA ITEM SUMMARY

March 18, 2024

ACTION REQUIRED

AGENDA ITEM NO. VI.B.

Information Only
 Motion
 Resolution
 Executive Session
 Other

TOPIC

Board Policy Updates

DISCUSSION

The Chugach Electric Association, Inc. (Chugach or Association) Board of Directors establishes board policies that govern the direction of the Association, including governance, operations, finance, human resources, and strategic planning. The policies are designed to ensure that the Association operates effectively, ethically, and in accordance with its mission and values. The policies support and complement the Bylaws.

Chugach has initiated the first of a three-year review of its Board Policies and is proposing revisions to the following policies:

1. *BP 100 – Code of Ethics*
2. *BP 101 – Statement of Objectives*
3. *BP 102 – Board Policy Formulation, Approval and Distribution*
4. *BP 103 – Duties and Responsibilities of the Board*
5. *BP 104 – Prohibited Conduct and Conflict of Interest*
6. *BP 105 – Confidential Information*
7. *BP 106 – Director Duties and Standards of Conduct*
8. *BP 107 – Authority of the Association - Appointed Rep. Regarding Jointly Owned & Operated Assets*
9. *BP 108 – Directors’ Access to Association Data and Information*
10. *BP 306 – Strategic Planning*
11. *BP 506 – Drug and Alcohol Policy & Procedures*
12. *BP 605 – Requests for Association Information*

A summary of the proposed changes to each policy is provided in Attachment I. Attachment II includes the proposed updated Board Policies, presented in both redline and clean versions.

MOTION

Move that the Governance Committee recommend the Chugach Electric Association, Inc. Board of Directors approve the modifications to the Board Policies identified on Attachment II.

ATTACHMENT I

Chugach Electric Association, Inc.
Anchorage, Alaska

Attachment I:
Summary of Modifications to Board Policies

1. BP 100 - Code of Ethics
 - Revised to apply only to Board members. The language applicable to employees is being moved to a new operating policy.
 - Minor revisions throughout.
2. BP 101 - Statement of Objectives
 - Revised to add a statement of the objective of the policy.
 - Removed heading to Section B “Coordinate Objectives with Members” and combined listed items with Section A “Major Objectives with Association Members”.
 - Removed heading to Section D “Coordinate Objectives with Employees” and combined listed items with new Section B “Major Objectives with Employees”.
 - Minor revisions throughout.
3. BP 102 - Board Policy Formulation, Approval and Distribution
 - Minor revisions throughout.
4. BP 103 - Duties & Responsibilities of the Board of Directors
 - Added a more detailed statement of the objective, with the new first sentence taken from Bylaws and the remainder taken from the prior preamble in BP 106.
 - Other minor revisions throughout.
5. BP 104 - Conflict of Interest
 - This was previously titled, “Prohibited Conduct and Conflict of Interest” and changed to “Conflict of Interest.”
 - The “Prohibited Conduct” portion applicable to Directors was incorporated into BP 106, and the “Prohibited Conduct” portion applicable to employees is being moved to a new operating policy.
 - Added definition of conflict of interest.
6. BP 105 - Confidential Information
 - Revised to make this policy applicable only to Directors. Portions of this policy applicable to employees is being moved to a new operating policy.
 - Revised to remove process for the potential release of confidential documents presented to the Board. This process for release is now located in updated BP 605.
7. BP 106 – Directors’ Duties and Standards of Conduct
 - Removed “preamble.”

- Removed content regarding Directors' Access to Association Data and Information, which is now new BP 108.
 - Added in the "prohibited conduct" material applicable to Directors, which was previously located in BP 104.
 - Added description of what duty of loyalty requires of Directors.
 - Other revisions for clarity and organization.
 - Subsection III.E revised to broaden scope.
 - Added in language from prior "Prohibited Conduct" BP 104 re responsibilities for administration of the policy and Director removal in accordance with the Bylaws if conduct violates prohibited conduct.
8. BP 107 - Authority of the Association-Appointed Representatives Regarding Jointly Owned and Operated Assets
- Minor revisions throughout.
9. BP 108 – Directors' Access to Association Data and Information
- This policy is taken from content that was previously included in BP 106 "Directors Duties and Standards of Conduct."
 - This policy is now a standalone policy regarding Directors' access to Association data and information.
10. BP 306 – Strategic Planning
- Revised the schedule and approval time.
11. BP 506 – Drug and Alcohol Policy & Procedures
- Deleted as a board policy; content moved to a new operating policy.
12. BP 605 - Requests for Association Information
- Revised to import language from previous BP 105 regarding potential release of confidential documents presented to the Board.
 - Revised to add language regarding non-members not having a right to access Association information. This includes a new paragraph under the Objective section and a new paragraph N under the Content section.

ATTACHMENT II

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 100

CODE OF ETHICS FOR DIRECTORS ~~AND EMPLOYEES~~

I. OBJECTIVE

The Association demands ethical conduct from individuals serving as its directors, ~~officers, and employees~~. Although the Association is not a required or voluntary filer with the Securities Exchange Commission (SEC), the Association strives to comply with Section 406 of the Sarbanes Oxley Act of 2002 and the rules of the SEC by fostering, promoting, and maintaining a culture of transparency, integrity, honesty, and high ethical standards in [their](#) performance of their duties and responsibilities.

II. CONTENT

Directors, ~~officers, and employees~~ of the Association must:

- A. Act with honesty and integrity while ethically upholding the Association's Articles of Incorporation, bylaws, policies and procedures, and applicable laws and regulations.
- B. Exercise reasonable care, good faith, and due diligence in Association affairs.
- C. Fully disclose information that reasonably could be expected to give rise to a perceived or actual conflict of interest.
- D. Remain accountable for prudent fiscal management by producing, or causing to be produced, full, fair, accurate, timely, and understandable disclosure in reports and documents that the Association prepares or submits to the Securities and Exchange Commission, if applicable, and any other public communications.
- E. Comply with applicable laws, Association policies and procedures, and accounting and auditing standards and policies, and promptly report any violation of this Policy to the Chief Executive Officer, General Counsel, or Chair of the Board of Directors, as applicable.
- F. Maintain a professional level of courtesy, respect, and objectivity in all Association activities and decision-making.

- G. Ensure the right of all Association members, employees, and directors to appropriate and effective services without unlawful discrimination.
- H. Respect and uphold the confidentiality of sensitive information known due to position or authority.

III. APPLICABILITY

- A. The Association, through its Board of Directors, reserves the right to determine when violations of any matter hereto exist, and then to take any action, which in the sole judgment of the Association, is needed to prevent the violation from continuing.
- B. Directors, ~~officers, and employees~~ will be held accountable for their adherence to this Policy. Failure by a director to observe-adhere to the terms of this Policy shall be dealt with as provided by the Association's Bylaws, policies and procedures, and applicable law. ~~Failure of an employee to observe the terms of this Policy may result in disciplinary action, up to and including immediate termination of employment. Any employment action taken under this Policy shall be consistent with applicable personnel policies and collective bargaining agreements.~~
- C. Any requested waivers of this Policy for directors ~~and officers~~ shall be submitted to, and approved by, the Board of Directors, which has. ~~The Board will have the sole and absolute discretion to approve or deny themany waiver from this Policy. Any waiver of this Policy will be disclosed promptly on Form 8K or by any other means approved by Securities & Exchange Commission rules, if applicable. Any request by an employee for a waiver of any provision of this Policy must be submitted to, and approved by, the employee's supervisor and the Chief Executive Officer.~~

IV. RESPONSIBILITIES

- ~~A. All employees are responsible for compliance with and being alert to possible violations of this Policy. Any employee witnessing a possible violation of this Policy shall inform his or her supervisor.~~
- B.A. The Board of Directors ~~and the Chief Executive Officer~~ areis responsible for administering this policy and shall undertake reasonable efforts to ensure compliance with this Policy.

Date Approved: ~~June~~March_____, 202~~14~~

Green

Attested: _____

~~James Henderson~~—Susanne Fleck-

Secretary of the Board

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 100

CODE OF ETHICS FOR DIRECTORS

I. OBJECTIVE

The Association demands ethical conduct from individuals serving as its directors. Although the Association is not a required or voluntary filer with the Securities Exchange Commission (SEC), the Association strives to comply with Section 406 of the Sarbanes Oxley Act of 2002 and the rules of the SEC by fostering, promoting, and maintaining a culture of transparency, integrity, honesty, and high ethical standards in their performance of their duties and responsibilities.

II. CONTENT

Directors of the Association must:

- A. Act with honesty and integrity while ethically upholding the Association's Articles of Incorporation, bylaws, policies and procedures, and applicable laws and regulations.
- B. Exercise reasonable care, good faith, and due diligence in Association affairs.
- C. Fully disclose information that reasonably could be expected to give rise to a perceived or actual conflict of interest.
- D. Remain accountable for prudent fiscal management by producing, or causing to be produced, full, fair, accurate, timely, and understandable disclosure in reports and documents that the Association prepares or submits to the Securities and Exchange Commission, if applicable, and any other public communications.
- E. Comply with applicable laws, Association policies and procedures, and accounting and auditing standards and policies, and promptly report any violation of this Policy to the Chief Executive Officer, General Counsel, or Chair of the Board of Directors, as applicable.
- F. Maintain a professional level of courtesy, respect, and objectivity in all Association activities and decision-making.

- G. Ensure the right of all Association members, employees, and directors to appropriate and effective services without unlawful discrimination.
- H. Respect and uphold the confidentiality of sensitive information known due to position or authority.

III. APPLICABILITY

- A. The Association, through its Board of Directors, reserves the right to determine when violations of any matter hereto exist, and then to take any action, which in the sole judgment of the Association is needed to prevent the violation from continuing.
- B. Directors will be held accountable for their adherence to this Policy. Failure by a director to adhere to the terms of this Policy shall be dealt with as provided by the Association’s Bylaws, policies and procedures, and applicable law.
- C. Any requested waivers of this Policy for directors shall be submitted to the Board of Directors, which has the sole and absolute discretion to approve or deny them.

IV. RESPONSIBILITIES

- A. The Board of Directors is responsible for administering this policy and shall undertake reasonable efforts to ensure compliance with this Policy.

Date Approved: March____, 2024

Attested: _____
Susanne Fleek-Green
Secretary of the Board

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 101

STATEMENT OF OBJECTIVES

I. OBJECTIVE

This Board Policy defines the objectives of the Board of Directors in its management of the business and affairs of the Association with respect to the Association's members, employees, and the public.

II. CONTENT

A. Major Objectives With Association Members ("members")

1. To operate the Association as a non-profit enterprise on a continuing basis in accordance with its Articles of Incorporation, Bylaws, corporate policies and documents, and other applicable legal and contractual requirements.
2. To maximize the value members receive through innovation, leadership and prudent management, which includes but is not limited to the establishment of an adequate financial structure, sufficient funds available to cover all costs of service, retirement of outstanding debt obligations, provisions for future expansion to meet the needs of members, and equitable remuneration to employees.
3. To keep ~~the~~ members informed of the manner of operation, plans, progress, and problems of their utility system; to strive to obtain their understanding, acceptance and support; and to provide reasonable means through which the needs of ~~the~~ members can be expressed and acted upon as appropriate.
4. To educate members concerning ways they can most efficiently utilize electric energy. It is in ~~the~~ members' best interest to use electrical energy efficiently in order to delay the need for additional generation.

B. Major Objectives With Employees

1. To establish the attitude that the Association's greatest assets are its employees and that opportunities will be provided to encourage their growth and development.
2. To motivate and encourage employees to perform to the highest standards and to foster an increased level of personal responsibility for management of Association resources and efficiency of the work processes.

3. To fully communicate the importance of safety as a high priority of the Association.
4. To operate within the bounds of accepted safety practices and to promote the safety and well-being of employees, members, and the general public.

C. Coordinate Objectives With Members

1. To develop and maintain processes ~~which~~that allow and encourage participation of members in the leadership of the Association.
2. To enhance the Association's reputation for fair dealings, prompt and efficient service, dependability, integrity, courtesy, and technical competence.
3. To strive constantly for ever higher standards of service through sound management, utilization of new equipment and techniques, and improved methods of operations; and to use these factors to increase system efficiency.
4. To develop, operate, and maintain the electric generation, transmission and distribution systems at optimum performance to assure quality of service and safety of members while maintaining investment at a reasonable level and minimizing premature obsolescence.
5. To prudently maintain an appropriate equity level.

D. Coordinate Objectives With Employees

1. To adequately train, develop, and compensate all employees.
2. To inform employees of decisions or situations affecting them ~~on~~in their jobs, and to solicit their ideas and support.
3. To seek out, stimulate, and motivate those individuals who have leadership potential.

E. Coordinate Objectives With Public

1. To develop understanding, acceptance, and support of the Association's objectives, plans, policies, and programs.
2. To foster and develop the Association as a good corporate citizen in the community.

- 3. To provide leadership and to cooperate with other community and civic groups in furthering programs of mutual interest ~~that which will~~ benefit the members and the community.

III. RESPONSIBILITIES

- A. The Board of Directors shall be responsible for considering the expressed goals and objectives of the Association in making decisions ~~which will~~that directly or indirectly affect members, employees, and the public.
- B. The Chief Executive Officer shall be responsible for the administration of this Policy.

Date Approved: ~~September-March~~ 23, 20202024

Henderson

Attested: _____

Susanne Fleek-Green James R.

Secretary of the Board

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 101

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2. To maximize the value members receive through innovation, leadership and prudent management, which includes but is not limited to the establishment of an adequate financial structure, sufficient funds available to cover all costs of service, retirement of outstanding debt obligations, provisions for future expansion to meet the needs of members, and equitable remuneration to employees.
3. To keep members informed of the manner of operation, plans, progress, and problems of their utility system; to strive to obtain their understanding, acceptance and support; and to provide reasonable means through which the needs of members can be expressed and acted upon as appropriate.
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3. To strive constantly for ever higher standards of service through sound management, utilization of new equipment and techniques, and improved methods of operations; and to use these factors to increase system efficiency.
4. To develop, operate, and maintain the electric generation, transmission and distribution systems at optimum performance to assure quality of service and safety of members while maintaining investment at a reasonable level and minimizing premature obsolescence.
5. To prudently maintain an appropriate equity level.

D. Coordinate Objectives With Employees

1. To adequately train, develop, and compensate all employees.
2. To inform employees of decisions or situations affecting them or their jobs, and to solicit their ideas and support.
3. To seek out, stimulate, and motivate those individuals who have leadership potential.

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1. To develop understanding, acceptance, and support of the Association's objectives, plans, policies, and programs.
2. To foster and develop the Association as a good corporate citizen in the community.

3. To provide leadership and to cooperate with other community and civic groups in furthering programs of mutual interest that benefit members and the community.

III. RESPONSIBILITIES

- A. The Board of Directors shall be responsible for considering the expressed goals and objectives of the Association in making decisions that directly or indirectly affect members, employees, and the public.
- B. The Chief Executive Officer shall be responsible for the administration of this Policy.

Date Approved: March __, 2024

Attested: _____
Susanne Fleek-Green
Secretary of the Board

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 102

BOARD POLICY FORMULATION, APPROVAL AND DISTRIBUTION

I. OBJECTIVE

To establish the basis for the formulation, approval, and distribution of Board policies to effectively achieve and implement the goals, objectives, plans, and programs of the Association, and to provide for the periodic review of such policies.

II. CONTENT

- A. The Chief Executive Officer, in consultation with his/her staff as appropriate, shall develop policy recommendations to be presented to the appropriate Board committee. Individual Board directors may also develop policy recommendations for presentation to the appropriate Board committee.
- B. ~~After the appropriate Board committee has completed its work, T~~the Board shall consider the Committee's recommendations and adopt policies that the Board determines are necessary.
- C. Each policy should be reviewed at least once every five years by the Chief Executive Officer who will recommend to the appropriate Board committee any revisions or changes necessary to comply with Section III, below and to meet current operating conditions. The committee shall make an appropriate recommendation to the Board.
- D. The Chief Executive Officer shall be accountable to the Board for carrying out these policies, explaining them to employees, and making reasonable efforts to see that they are understood, accepted, and complied with.
- E. Employees, through the Chief Executive Officer, will be given the opportunity, and are encouraged to make suggestions for, and contribute to the formulation of, new policies and/or modification of existing policies.

III. APPLICABILITY

In the event there is a conflict between any Board policy and a state or federal law, the Bylaws, the Articles of Incorporation, or the rules and regulations of a lending or regulatory agency (“Other Authority”), the ~~Other Authority applicable State or federal law, Bylaws,~~

~~Articles of Incorporation, or rules and regulations of a lending or regulatory agency~~ shall prevail.

IV. **RESPONSIBILITIES**

- A. The Board Chair and the Chief Executive Officer shall undertake reasonable efforts to ensure compliance with this Policy.
- B. The Chief Executive Officer will provide each Director with the current Articles of Incorporation, Bylaws, and Board Policies.
- C. The Chief Executive Officer shall ensure that copies of all policies are available for review by members of the Association.
- D. The Chief Executive Officer, in consultation with the Association’s Counsel, shall ensure that all proposed policies or revisions meet the requirements of lenders, the Indenture, the Regulatory Commission of Alaska (RCA) and other lending, regulatory and administrative agencies as well as applicable State and federal laws.

Date Approved: ~~May 25~~ March __, 2016~~24~~

Dougherty

Attested: _____

Susanne Fleek-Green ~~Bruce M.~~

Secretary of the Board

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 102

BOARD POLICY FORMULATION, APPROVAL AND DISTRIBUTION

I. OBJECTIVE

To establish the basis for the formulation, approval, and distribution of Board policies to effectively achieve and implement the goals, objectives, plans, and programs of the Association, and to provide for the periodic review of such policies.

II. CONTENT

- A. The Chief Executive Officer, in consultation with his/her staff as appropriate, shall develop policy recommendations to be presented to the appropriate Board committee. Individual Board directors may also develop policy recommendations for presentation to the appropriate Board committee.
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- D. The Chief Executive Officer shall be accountable to the Board for carrying out these policies, explaining them to employees, and making reasonable efforts to see that they are understood, accepted, and complied with.
- E. Employees, through the Chief Executive Officer, will be given the opportunity, and are encouraged to make suggestions for, and contribute to the formulation of, new policies and/or modification of existing policies.

III. APPLICABILITY

In the event there is a conflict between any Board policy and a state or federal law, the Bylaws, the Articles of Incorporation, or the rules and regulations of a lending or regulatory agency ("Other Authority"), the Other Authority shall prevail.

IV. RESPONSIBILITIES

- A. The Board Chair and the Chief Executive Officer shall undertake reasonable efforts to ensure compliance with this Policy.
- B. The Chief Executive Officer will provide each Director with the current Articles of Incorporation, Bylaws, and Board Policies.
- C. The Chief Executive Officer shall ensure that copies of all policies are available for review by members of the Association.
- D. The Chief Executive Officer, in consultation with the Association’s Counsel, shall ensure that all proposed policies or revisions meet the requirements of lenders, the Indenture, the Regulatory Commission of Alaska (RCA) and other lending, regulatory and administrative agencies as well as applicable State and federal laws.

Date Approved: March __, 2024

Attested: _____
Susanne Fleek-Green
Secretary of the Board

CHUGACH ELECTRIC ASSOCIATION, INC.

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BOARD POLICY: 103

DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

I. OBJECTIVE

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———To describe the major duties and responsibilities of the Board of Directors (“Board”). The Board of Directors is tasked with the management of the business and affairs of the Association. All of the powers of the Association are conferred upon and may be exercised by the Board of Directors, except as reserved to or conferred upon the members by law, the articles of incorporation, or the bylaws. It is the purpose of this Policy to enumerate the major duties and responsibilities of the Board.

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II. CONTENT

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Full compliance with this Policy is mandatory and ~~directors~~ Directors are expected to foster a culture of transparency, integrity and honesty.

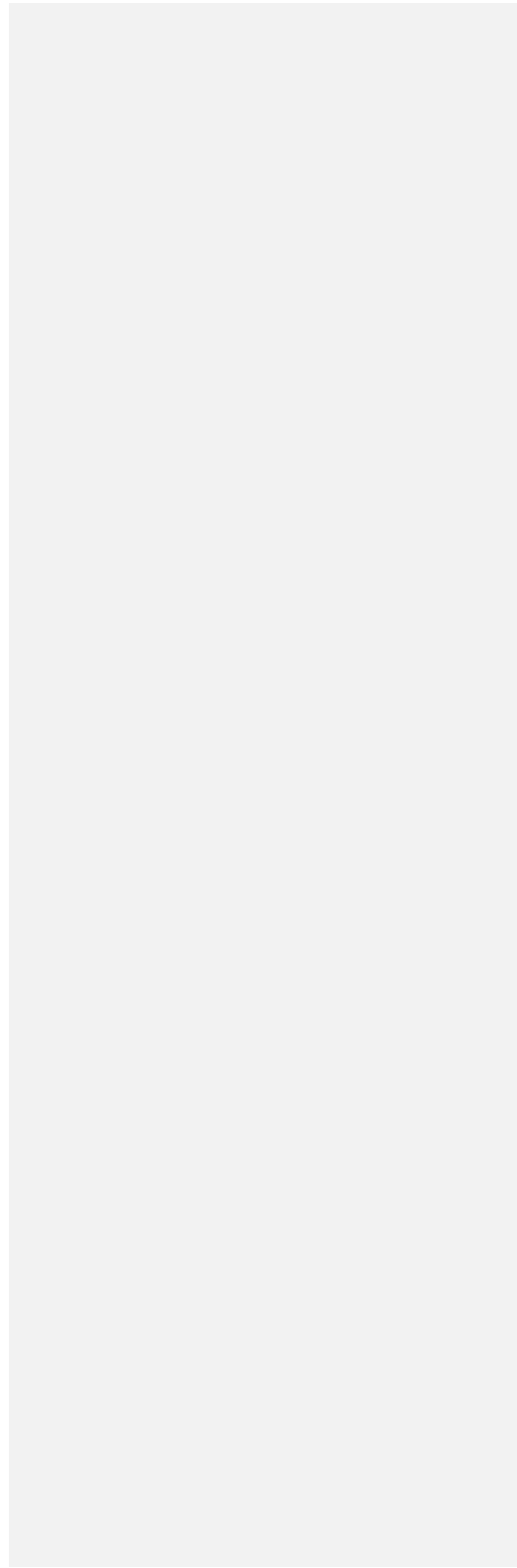
A. General duties and responsibilities of the Board are as follows:

1. Ensure that the legal requirements, as set forth in the Articles of Incorporation, the Bylaws, and regulations applicable to the Association are complied with including, but not necessarily limited to:
 - a. Relevant federal, State and local statutes, ordinances and regulations.
 - b. The Indenture of Trust and other loan covenants, loan agreements and financing agreements.
 - c. Requirements of federal and State regulatory agencies and commissions with jurisdiction over the Association’s activities.
2. Select and employ a competent Chief Executive Officer and delegate to him or her, the complete responsibility and authority to select and direct employed personnel and to terminate employment if such action becomes necessary, within the limitations of Association policy, procedures and collective bargaining agreements.
3. The Board Chair shall be responsible for ensuring that the performance of the Chief Executive Officer is evaluated each year by the Board Operations Committee and that a written report to the full Board is provided on or

before the first Board meeting in April on the results of such evaluation. The evaluation is to include a recommendation on salary adjustment when appropriate. Once reviewed and approved by the Board, the results of such evaluation are to be provided to and discussed with the Chief Executive Officer.

4. Hold well-planned and effectively conducted Board Meetings in a timely manner sufficiently often to stay well-informed about Association matters; to provide policy guidance; and, to take action on Association business as necessary and appropriate. The preliminary agenda for such meetings shall be developed by the Board Chair in consultation with the Chief Executive Officer. The agenda should be transmitted to Board Members in advance of the Board Meeting with sufficient supporting information to facilitate the decision-making process.
5. Ensure that complete and accurate minutes of the Board and annual and special membership meetings are prepared and maintained. Except as specified otherwise in the Association's Bylaws, minutes will generally be prepared in accordance with the "Guidelines for Taking Meeting Minutes" contained in the most recent version of *Robert's Rules of Order*, and shall be kept and maintained at the Association headquarters and distributed to all Board members.
6. Ensure open discussion and information exchange about all matters that come before the Board.
7. Authorize the funds, facilities, equipment, and human resources necessary to carry out the mission and objectives of the Association.
8. Establish committees when necessary.
9. Through the Chair, in consultation with the Chief Executive Officer and the Committee Chair, refer matters to committees for examination and investigation, receive reports from those committees and take appropriate action as a result of such reports; provided that referral of a matter to a committee will not preclude the Board from taking action on that matter.
10. Select and appoint Board Counsel, as required.
11. Arrange periodically for an evaluation of Board performance and for a systematic program to keep the Board informed and educated about the Association's business and operations.
12. Periodically review this Board policy regarding the functions, duties and responsibilities of the Board and review the Association's objectives and

goals, as recommended by the Chief Executive Officer and the strategy to achieve those objectives and goals.



B. Financial duties and responsibilities of the Board are as follows:

1. Ensure the fiscal soundness of the organization.
2. Review the Association's financial statements.
3. Review the consolidated operating and capital budgets as recommended by the Chief Executive Officer including all budget revisions. Approve the operating and capital budgets, and budget revisions greater than \$1,000,000.
4. Review on an annual basis, the long-range financial forecasts to determine the financial needs of the Association and how they will be met.
5. Review staff recommendations on financial policies and practices and review sources and strategies for financing.
6. Protect the assets of the Association through appropriate risk management policies and coverages and by ensuring that lending covenants are met or exceeded.
7. Adopt and ensure appropriate controls for the exercise of authority delegated to Board Officers, the Chief Executive Officer, and other employees.
8. Approve depositories for funds of the Association and those authorized to sign checks, drafts, notes, contracts, deeds, mortgages and other instruments on behalf of the Association.
9. Establish policies governing the investment of funds of the Association and periodically review the investment of funds to make sure the principal is safe and the rate of return is reasonable and discuss with the Chief Executive Officer any action required.
10. In consultation with the Chief Executive Officer and Chief Financial Officer, establish target Equity to Total Capitalization Ratio and Capital Credit Rotation Policy to ensure progress towards target equity ratio.
11. Adopt proposed base rate changes.
12. Review annually the Capital Improvement Plan.
13. Review and approve major contracts exceeding Chief Executive Officer authority, as required.
14. Develop basic policies to ensure that major purchases are done competitively, where appropriate.

15. Establish policies governing the payment of travel, out-of-pocket and other expenses of Directors.

C. Operations duties and responsibilities of the Board are as follows:

1. Consider and adopt short-range and long-range plans with respect to:
 - a. objectives and major goals for the Association that are in conformance with the Articles of Incorporation and the Bylaws as well as all applicable federal and state laws; and
 - b. operating programs, services, and activities developed and recommended by the Chief Executive Officer.
2. Review and adopt any changes necessary to the Delegations of Authority (Board Policy 401) from the Board to the Chief Executive Officer.
3. Review, in consultation with the Chief Executive Officer, the Association's bylaws and recommend any changes required to meet current operating conditions, which changes shall be recommended to the Bylaws Committee.
4. Review periodically the method of nominating Directors to make sure the process encourages nominations which are representative of the composition of the membership and make recommendations to the Nominating and Bylaws Committees regarding any proposed changes to that process.
5. Ensure that controls are established which can be used in evaluating the effectiveness of Association operations by:
 - a. examining periodic reports from the Chief Executive Officer to ensure conformity to the Board's approved objectives, policies, major goals, plans and programs. These reports should be of sufficient scope to enable the Board of Directors to: prevent unauthorized action; determine how operations in key performance areas are progressing; predict trends and forecast results; determine where remedial or corrective action may be required; measure results against annual work plans and budgets; measure performance against plans and policies; and
 - b. examining the independent management audit if such an audit is undertaken, and ensuring that Board-approved recommendations are carried out.
6. In consultation with the Chief Executive Officer, review (a) proposed revisions to the Association's wage and salary plan for non-bargaining unit

employees; (b) major employee benefit programs; and (c), strategies to be utilized in labor negotiations and/or proposed contract changes. Adopt changes to those plans and programs as appropriate.

7. In consultation with the Chief Executive Officer, review member attitude studies and public and member relations programs, including member involvement and communication, so that a continuous program of member, public, and governmental relations is carried out to obtain understanding and support for Association objectives.
8. Keep members informed about issues affecting the Association through the Association website, newsletters and other publications, annual reports and membership meetings. Every reasonable effort shall be made to keep the members advised of the long-range outlook on power costs, and as far in advance as possible, on the need for adjustments in rates.
9. In consultation with the Chief Executive Officer, review market research and marketing plans and programs to improve load factors and energy sales and to help the members make more efficient use of electric energy. Adopt changes to those plans and programs as appropriate.
10. In consultation with the Chief Executive Officer, review and adopt legislative strategies and legislation to be supported or opposed by the Association.
11. In consultation with the Chief Executive Officer, review the Association's relations with Alaska Power Association (APA) and with other organizations, agencies and entities as necessary and adopt policies with regard to those entities.
12. Review recommendations of the Chief Executive Officer on the selection of principal consultants to the Board, and approve the selection of those consultants.
13. Endeavor to improve the quality of the environment through supporting the implementation of business practices that reduce or eliminate waste and encourage the recycling and environmentally sound disposal of waste.
14. Encourage the active participation of the members through committees and review, in accordance with Board Policy 602, the applications of those interested in serving on Member Standing Committees.
15. Review periodically programs and plans for Director education and development, so that Board members may be well informed about changing member needs and how the Association might meet those needs. This includes increasing knowledge and understanding of the Association's

business and operations, participating in conferences, workshops, seminars, and other professional activities deemed advantageous to the Association.

- 16. Assisting new Board members to develop a greater understanding of the Association and their basic responsibilities and duties, including arranging for training of new Board members about the Association’s objectives, plans, policies, operations and programs.

III. RESPONSIBILITIES

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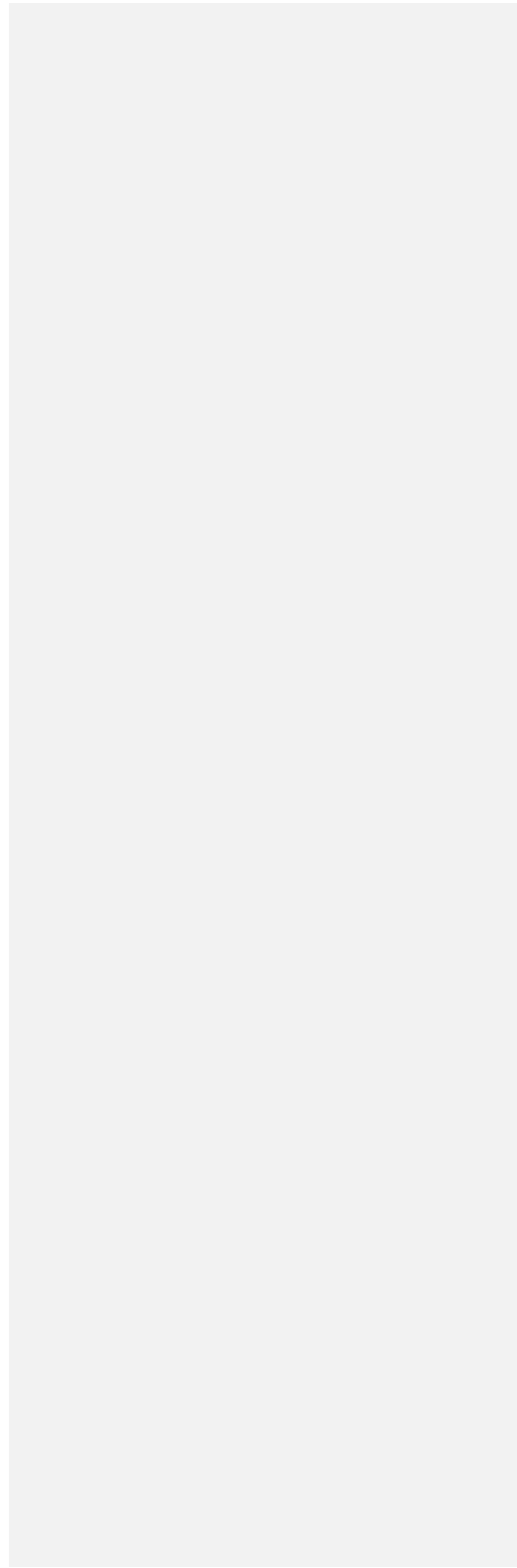
- A. The Board may delegate any or all of these responsibilities to a committee of the Board or Chief Executive Officer as long as such action is not inconsistent with the Association’s Bylaws or other legal requirements.
- B. It shall be the responsibility of the Board Chair to see that the foregoing functions are effectively carried out.

Date Approved: ~~September 23, 2020~~ March 1, 2024

Attested: _____

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~~James R. Henderson~~ Susanne Fleck-Green
Secretary of the Board



CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 103

DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

I. OBJECTIVE

To describe the major duties and responsibilities of the Board of Directors (“Board”). The Board of Directors is tasked with the management of the business and affairs of the Association. All of the powers of the Association are conferred upon and may be exercised by the Board of Directors, except as reserved to or conferred upon the members by law, the articles of incorporation, or the bylaws. It is the purpose of this Policy to enumerate the major duties and responsibilities of the Board.

II. CONTENT

Full compliance with this Policy is mandatory and Directors are expected to foster a culture of transparency, integrity and honesty.

A. General duties and responsibilities of the Board are as follows:

1. Ensure that the legal requirements, as set forth in the Articles of Incorporation, the Bylaws, and regulations applicable to the Association are complied with including, but not necessarily limited to:
 - a. Relevant federal, State and local statutes, ordinances and regulations.
 - b. The Indenture of Trust and other loan covenants, loan agreements and financing agreements.
 - c. Requirements of federal and State regulatory agencies and commissions with jurisdiction over the Association’s activities.
2. Select and employ a competent Chief Executive Officer and delegate to him or her, the complete responsibility and authority to select and direct employed personnel and to terminate employment if such action becomes necessary, within the limitations of Association policy, procedures and collective bargaining agreements.
3. The Board Chair shall be responsible for ensuring that the performance of the Chief Executive Officer is evaluated each year by the Board Operations Committee and that a written report to the full Board is provided on or before the first Board meeting in April on the results of such evaluation. The evaluation is to include a recommendation on salary adjustment when

appropriate. Once reviewed and approved by the Board, the results of such evaluation are to be provided to and discussed with the Chief Executive Officer.

4. Hold well-planned and effectively conducted Board Meetings in a timely manner sufficiently often to stay well-informed about Association matters; to provide policy guidance; and, to take action on Association business as necessary and appropriate. The preliminary agenda for such meetings shall be developed by the Board Chair in consultation with the Chief Executive Officer. The agenda should be transmitted to Board Members in advance of the Board Meeting with sufficient supporting information to facilitate the decision-making process.
5. Ensure that complete and accurate minutes of the Board and annual and special membership meetings are prepared and maintained. Except as specified otherwise in the Association's Bylaws, minutes will generally be prepared in accordance with the "Guidelines for Taking Meeting Minutes" contained in the most recent version of *Robert's Rules of Order*, and shall be kept and maintained at the Association headquarters and distributed to all Board members.
6. Ensure open discussion and information exchange about all matters that come before the Board.
7. Authorize the funds, facilities, equipment, and human resources necessary to carry out the mission and objectives of the Association.
8. Establish committees when necessary.
9. Through the Chair, in consultation with the Chief Executive Officer and the Committee Chair, refer matters to committees for examination and investigation, receive reports from those committees and take appropriate action as a result of such reports; provided that referral of a matter to a committee will not preclude the Board from taking action on that matter.
10. Select and appoint Board Counsel, as required.
11. Arrange periodically for an evaluation of Board performance and for a systematic program to keep the Board informed and educated about the Association's business and operations.
12. Periodically review this Board policy regarding the functions, duties and responsibilities of the Board and review the Association's objectives and goals, as recommended by the Chief Executive Officer and the strategy to achieve those objectives and goals.

B. Financial duties and responsibilities of the Board are as follows:

1. Ensure the fiscal soundness of the organization.
2. Review the Association's financial statements.
3. Review the consolidated operating and capital budgets as recommended by the Chief Executive Officer including all budget revisions. Approve the operating and capital budgets, and budget revisions greater than \$1,000,000.
4. Review on an annual basis, the long-range financial forecasts to determine the financial needs of the Association and how they will be met.
5. Review staff recommendations on financial policies and practices and review sources and strategies for financing.
6. Protect the assets of the Association through appropriate risk management policies and coverages and by ensuring that lending covenants are met or exceeded.
7. Adopt and ensure appropriate controls for the exercise of authority delegated to Board Officers, the Chief Executive Officer, and other employees.
8. Approve depositories for funds of the Association and those authorized to sign checks, drafts, notes, contracts, deeds, mortgages and other instruments on behalf of the Association.
9. Establish policies governing the investment of funds of the Association and periodically review the investment of funds to make sure the principal is safe and the rate of return is reasonable and discuss with the Chief Executive Officer any action required.
10. In consultation with the Chief Executive Officer and Chief Financial Officer, establish target Equity to Total Capitalization Ratio and Capital Credit Rotation Policy to ensure progress towards target equity ratio.
11. Adopt proposed base rate changes.
12. Review annually the Capital Improvement Plan.
13. Review and approve major contracts exceeding Chief Executive Officer authority, as required.
14. Develop basic policies to ensure that major purchases are done competitively, where appropriate.

Establish policies governing the payment of travel, out-of-pocket and other expenses of Directors.

- C. Operations duties and responsibilities of the Board are as follows:
1. Consider and adopt short-range and long-range plans with respect to:
 - a. objectives and major goals for the Association that are in conformance with the Articles of Incorporation and the Bylaws as well as all applicable federal and state laws; and
 - b. operating programs, services, and activities developed and recommended by the Chief Executive Officer.
 2. Review and adopt any changes necessary to the Delegations of Authority (Board Policy 401) from the Board to the Chief Executive Officer.
 3. Review, in consultation with the Chief Executive Officer, the Association's bylaws and recommend any changes required to meet current operating conditions, which changes shall be recommended to the Bylaws Committee.
 4. Review periodically the method of nominating Directors to make sure the process encourages nominations which are representative of the composition of the membership and make recommendations to the Nominating and Bylaws Committees regarding any proposed changes to that process.
 5. Ensure that controls are established which can be used in evaluating the effectiveness of Association operations by:
 - a. examining periodic reports from the Chief Executive Officer to ensure conformity to the Board's approved objectives, policies, major goals, plans and programs. These reports should be of sufficient scope to enable the Board of Directors to: prevent unauthorized action; determine how operations in key performance areas are progressing; predict trends and forecast results; determine where remedial or corrective action may be required; measure results against annual work plans and budgets; measure performance against plans and policies; and
 - b. examining the independent management audit if such an audit is undertaken, and ensuring that Board-approved recommendations are carried out.
 6. In consultation with the Chief Executive Officer, review (a) proposed revisions to the Association's wage and salary plan for non-bargaining unit

employees; (b) major employee benefit programs; and (c), strategies to be utilized in labor negotiations and/or proposed contract changes. Adopt changes to those plans and programs as appropriate.

7. In consultation with the Chief Executive Officer, review member attitude studies and public and member relations programs, including member involvement and communication, so that a continuous program of member, public, and governmental relations is carried out to obtain understanding and support for Association objectives.
8. Keep members informed about issues affecting the Association through the Association website, newsletters and other publications, annual reports and membership meetings. Every reasonable effort shall be made to keep the members advised of the long-range outlook on power costs, and as far in advance as possible, on the need for adjustments in rates.
9. In consultation with the Chief Executive Officer, review market research and marketing plans and programs to improve load factors and energy sales and to help the members make more efficient use of electric energy. Adopt changes to those plans and programs as appropriate.
10. In consultation with the Chief Executive Officer, review and adopt legislative strategies and legislation to be supported or opposed by the Association.
11. In consultation with the Chief Executive Officer, review the Association's relations with Alaska Power Association (APA) and with other organizations, agencies and entities as necessary and adopt policies with regard to those entities.
12. Review recommendations of the Chief Executive Officer on the selection of principal consultants to the Board, and approve the selection of those consultants.
13. Endeavor to improve the quality of the environment through supporting the implementation of business practices that reduce or eliminate waste and encourage the recycling and environmentally sound disposal of waste.
14. Encourage the active participation of the members through committees and review, in accordance with Board Policy 602, the applications of those interested in serving on Member Standing Committees.
15. Review periodically programs and plans for Director education and development, so that Board members may be well informed about changing member needs and how the Association might meet those needs. This includes increasing knowledge and understanding of the Association's

business and operations, participating in conferences, workshops, seminars, and other professional activities deemed advantageous to the Association.

16. Assisting new Board members to develop a greater understanding of the Association and their basic responsibilities and duties, including arranging for training of new Board members about the Association’s objectives, plans, policies, operations and programs.

III. RESPONSIBILITIES

- A. The Board may delegate any or all of these responsibilities to a committee of the Board or Chief Executive Officer as long as such action is not inconsistent with the Association’s Bylaws or other legal requirements.
- B. It shall be the responsibility of the Board Chair to see that the foregoing functions are effectively carried out.

Date Approved: March __, 2024

Attested: _____
Susanne Fleek-Green
Secretary of the Board

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 104

PROHIBITED CONDUCT AND CONFLICT OF INTEREST

I. OBJECTIVE

The objectives of this Association's Board Policy are to define prohibited conduct and establish what constitutes a conflict of interest for Association Board of Directors ("Directors") are expected to uphold the highest ethical standards in performing their duties to the Association, which includes avoiding conflicts of interest. This Policy establishes guidelines, procedures, and requirements for identifying and employees appropriately managing a Conflict of Interest in accordance with legal requirements and the goals of accountability and transparency.

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II. CONTENT

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A. Directors and employees of the Association are prohibited from:

1. Receiving gifts, fees, loans or favors from suppliers, contractors, consultants, financial houses, employees or other Directors which may reasonably obligate or induce Directors or employees to compromise their duties and responsibilities to negotiate, obligate, inspect, audit, purchase or consider, award, or authorize the Chief Executive Officer ("CEO") to enter into contracts in the best interests of the Association. Payment for a Director's or employee's meal for the purpose of discussing Association business matters is not prohibited if the cost or value of the meal is \$100.00 or less per person. This section does not prohibit Directors from receiving contributions to their campaigns for election to the Board of Directors in accordance with any policy or procedure established by the Board for such campaign contributions.
2. Using Association information in any manner that is not in the best interests of the Association;
3. Individually conducting negotiations or making contacts or inquiries on behalf of the Association and/or the Board of Directors unless officially designated to do so;
4. Disclosing confidential Association information in violation of Board Policy 605, "Requests for Association Information" and Board Policy 105, "Confidential Information;"

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- ~~5. Acquiring or having a financial interest in any Association property;~~
- ~~6. Having a financial interest in a competing enterprise or being a supplier, contractor, consultant or other entity with which the Association does business, except as provided in Article IV, Section 3(a)(4) of the Bylaws. Directors and employees may own securities in a publicly owned company unless ownership of such securities provides the Director or employee with the ability to materially influence or affect the business relationship between the Association and such publicly owned company;~~
- ~~7. Having other interests in or relationships with an outside organization or individual having business dealings with the Association if the interest or relationship would impair the ability of the employee or Director to serve the best interests of the Association.~~

A. Definitions

- 1. "Conflict of Interest" means situations where: (1) a material direct or indirect personal, financial, organizational, or professional interest; (2) held by a Director or a Related Party; (3) is determined by a majority of the Board of Directors to interfere or compete with the interests of the Association.
- 2. "Interested Director" means a Director who has any actual, potential, or perceived Conflict of Interest.

"Related Party" means (1) a Director's immediate family

~~B. Directors are also prohibited from being:~~

- ~~1. An employee of the Association;~~
- ~~2. An employee of a competing enterprise except as provided in Article IV, Section 3(a)(2) of the Bylaws;~~
- ~~3. A member, officer, director or employee of any union local currently acting as a bargaining agent for Association employees;~~
- 3. 4. A(2) a person living in the same household with and financially interdependent upon any person included in subparagraphs 1, 2, and 3 above; a Director, (3) an entity owned or controlled by a Director, or (4) an entity in which a Director has a professional interest.

B.

- ~~5. A member of a standing or ad hoc member committee as described in Article XV, Section 1 of the Association's Bylaws.~~

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~~C. Financial interests of a Duty to Disclose~~

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~~A Director in addition to those described in Section II.A.5 and II.A.6 above may be determined to be a conflict of interest.~~

~~1. 1. A Director shall must disclose the existence of any financial interest actual potential, or perceived Conflict of Interest in writing to the Board Chair as soon as such Director identifies that is not described in Section II.A.5 or II.A.6 above that the Director, or any member of his or her immediate family (e.g. spouse or partner, child, sibling, parent), has in a matter there may be a Conflict of Interest, and before the Board and request that he or she be excused from participation in discussion and voting on Association enters into the matter. A majority of Directors present at proposed transaction or arrangement that gives rise to the meeting (not including the Director who requested the ruling) shall rule on the request Conflict of Interest.~~

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~~2. 2. The disclosure should state all pertinent facts regarding the actual, potential, or perceived Conflict of Interest. If the Director is not sure whether a particular interest rises to the level of a Conflict of Interest, he/she should disclose it.~~

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~~3. If a Director reasonably believes that he or she cannot disclose the nature of a personal, financial, organizational, or professional interest that may constitute a conflict Conflict of interest Interest because such disclosure would violate a confidentiality or other obligation, he or she the Director may declare a conflict Conflict of interest Interest and abstain from participating in, and voting on, the matter before the Board.~~

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~~3. If a Director reasonably believes that another Director has a financial interest that may constitute a conflict of interest, the first Director shall inform the second Director in writing of the specific circumstances which form the basis for the first Director's belief that a conflict of interest may exist. The second Director shall respond in writing to the First Director. The second Director may thereafter make a disclosure as provided for in subsection II.C.1 or II.C.2 above. If no such disclosure is made, and if the first Director continues to reasonably believe that the second Director may have a conflict of interest, he or she may request that a majority of Directors present at the meeting make a ruling in accordance with subsection II.C.1 above.~~

~~4. In this Section, a "financial interest ... in a matter before the Board" means a financial interest that could be affected by official Board~~

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~~C. action and which might reasonably result in a pecuniary gain or loss to a Director exceeding \$1,000. When the pecuniary value of a financial interest is not apparent on its face or is otherwise at issue, the Chair or Vice Chair will make the determination of whether or not it constitutes a financial interest. An individual's financial interest means: 1)~~

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~~involvement or ownership of an interest in a business including a property ownership, or a professional or private relationship, that is a source of income, or from which the person has received, or expects to receive, a financial benefit; or 2) any affiliation with an organization in which the person has an ownership interest, holds a position of management, or is an officer, director, trustee, employee, or the like.~~

~~D. Employees are also prohibited from being:~~

~~1. Association Board Directors;~~

~~2. A member of a standing or ad hoc member committee as described in Article XV, Section 1 of the Association's Bylaws.~~

~~E. If a member of an employee's immediate family (e.g. spouse or partner, child, sibling, parent) has a financial interest described in Section H.A.5 or H.A.6, such interest shall be fully disclosed to the CEO, who shall determine whether it is necessary to inform the Board of Directors. The CEO shall also determine whether the employee's financial interest should prevent the Association from entering into a particular transaction, purchase or employment of services. If the CEO is the employee covered by this Section, he or she shall fully disclose such interest to the Board of Directors.~~

Determining Whether a Conflict of Interest Exists. After an actual, potential, or perceived Conflict of Interest has been disclosed by a Director to the Board Chair, the Board shall determine whether a Conflict of Interest exists by following these procedures:

1. The Interested Director shall disclose all material facts relating to the potential Conflict of Interest to the Board.
2. After any discussion between the Board and the Interested Director, the Interested Director shall leave the Board meeting while the determination of a Conflict of Interest is discussed and voted upon.
3. The Directors, other than the Interested Director, shall decide if a Conflict of Interest exists. If the Board determines by majority vote that no conflict exists, no further review of the transaction or arrangement by the Board is required if not ordinarily required in the normal course of business. The discussion and determination of the existence of a Conflict of Interest shall be documented in accordance with the procedures outlined in Section II.D below.
4. The determination that a Conflict of Interest exists shall not preclude the Board (other than the conflicted Director) from approving the matter, but such determination shall require the conflicted Director to recuse him/herself from the portion of meeting in which the topic is discussed and refrain from voting on the topic.

D. Record of Proceedings. The minutes of any meeting(s) of the Board where a Conflict of Interest is considered shall contain: (i) the names of the persons who disclosed an actual, potential, or perceived Conflict of Interest; (ii) the nature of the disclosed interest; (iii) any action taken to determine whether a Conflict of Interest was present; (iv) whether the Interested Director was present during the determination; and (v) the Board's decision as to whether a Conflict of Interest in fact existed.

III. RESPONSIBILITIES

- A. Each Director ~~and employee~~ shall comply with this Policy.
- ~~B. The CEO shall inform all employees about the content of this Policy and use his or her best efforts to insure compliance with it.~~
- ~~C. Any Director or employee whose conduct violates this Policy may be subject to: (1) if the CEO, termination by appropriate action of the Board of Directors in accordance with any contract of employment; (2) if an employee, termination by appropriate action of the CEO; or (3) if a Director, removal pursuant to Article IV, Section 3(c) or Section 7 of the Association's Bylaws.~~

C. The Association's Board of Directors shall be responsible for the administration of this policy.

Date Approved: ~~May 25, 2016~~ March _____, 2024

Fleek-Green

Attested: _____

~~Bruce M. Dougherty~~ Susanne

Secretary of the Board

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 104

CONFLICT OF INTEREST

I. OBJECTIVE

The Association's Board of Directors ("Directors") are expected to uphold the highest ethical standards in performing their duties to the Association, which includes avoiding conflicts of interest. This Policy establishes guidelines, procedures, and requirements for identifying and appropriately managing a Conflict of Interest in accordance with legal requirements and the goals of accountability and transparency.

II. CONTENT

A. Definitions

1. "Conflict of Interest" means situations where: (1) a material direct or indirect personal, financial, organizational, or professional interest; (2) held by a Director or a Related Party; (3) is determined by a majority of the Board of Directors to interfere or compete with the interests of the Association.
2. "Interested Director" means a Director who has any actual, potential, or perceived Conflict of Interest.
3. "Related Party" means (1) a Director's immediate family member, (2) a person living in the same household with and financially interdependent upon a Director, (3) an entity owned or controlled by a Director, or (4) an entity in which a Director has a professional interest.

B. Duty to Disclose

1. A Director must disclose the existence of any actual, potential, or perceived Conflict of Interest in writing to the Board Chair as soon as such Director identifies that there may be a Conflict of Interest, and before the Association enters into the proposed transaction or arrangement that gives rise to the Conflict of Interest.
2. The disclosure should state all pertinent facts regarding the actual, potential, or perceived Conflict of Interest. If the Director is not sure whether a particular interest rises to the level of a Conflict of Interest, he/she should disclose it.

3. If a Director reasonably believes that he/she cannot disclose the nature of a personal, financial, organizational, or professional interest that may constitute a Conflict of Interest because such disclosure would violate a confidentiality obligation, the Director may declare a Conflict of Interest and abstain from participating in, and voting on, the matter before the Board.

C. Determining Whether a Conflict of Interest Exists. After an actual, potential, or perceived Conflict of Interest has been disclosed by a Director to the Board Chair, the Board shall determine whether a Conflict of Interest exists by following these procedures:

1. The Interested Director shall disclose all material facts relating to the potential Conflict of Interest to the Board.
2. After any discussion between the Board and the Interested Director, the Interested Director shall leave the Board meeting while the determination of a Conflict of Interest is discussed and voted upon.
3. The Directors, other than the Interested Director, shall decide if a Conflict of Interest exists. If the Board determines by majority vote that no conflict exists, no further review of the transaction or arrangement by the Board is required if not ordinarily required in the normal course of business. The discussion and determination of the existence of a Conflict of Interest shall be documented in accordance with the procedures outlined in Section II.D below.
4. The determination that a Conflict of Interest exists shall not preclude the Board (other than the conflicted Director) from approving the matter, but such determination shall require the conflicted Director to recuse him/herself from the portion of meeting in which the topic is discussed and refrain from voting on the topic.

D. Record of Proceedings. The minutes of any meeting(s) of the Board where a Conflict of Interest is considered shall contain: (i) the names of the persons who disclosed an actual, potential, or perceived Conflict of Interest; (ii) the nature of the disclosed interest; (iii) any action taken to determine whether a Conflict of Interest was present; (iv) whether the Interested Director was present during the determination; and (v) the Board's decision as to whether a Conflict of Interest in fact existed.

III. RESPONSIBILITIES

- A. Each Director shall comply with this Policy.
- B. Any Director whose conduct violates this Policy may be subject to removal pursuant to Article IV, Section 3(c) or Section 7 of the Association's Bylaws.

- C. The Association's Board of Directors shall be responsible for the administration of this policy.

Date Approved: March ____, 2024

Attested: _____
Susanne Fleek-Green
Secretary of the Board

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 105

CONFIDENTIAL INFORMATION

I. OBJECTIVE

To ~~adopt policies and procedures to~~ ensure the protection of confidential information of the Association, as well as confidential information of Association members and third parties with whom the Association does business if such confidential information is in the possession of the Association.

II. CONTENT

A. Definition of “Confidential Information.”

“Confidential information” means any information disclosed to ~~an employee or~~ board member, known as a consequence of the ~~employment or~~ position with the Association, that is confidential, whether idea or communication preserved in a tangible medium, including hard copy videotapes; audiotapes; or electronic files such as memos, reports, correspondence and handwritten notes, as well as any electronically stored information, e-mail, electronic document files (for example, Word documents, Excel spreadsheets, PowerPoint presentations, Access databases) regardless of where they are stored (for example, on removable media such as CD, DVD, jump drives, hard disks, or file servers) and includes discussions during the deliberative process regarding confidential matters.

B. Categories of Confidential Information.

Confidential information will generally fall into one of the categories described in Board Policy 605, Section II.F.

Questions concerning the confidential status of any information shall be directed to the Chief Executive Officer or General Counsel.

C. Obligations of ~~Employees and~~ Board Directors to Maintain Confidentiality.

1. ~~Board Members.~~—While serving on the Board or at any time thereafter, the following confidentiality provisions apply to members of the Board of Directors (hereafter “Directors”):

- a. Directors shall not release or disseminate information disclosed in Executive Session and shall not, either directly or indirectly, disclose or permit the disclosure of, reproduce, or in any other way

publicly or privately disseminate, any confidential information to any third parties except as provided herein.

- b. To the extent expressly authorized by the Board, a Director may disclose confidential information to third parties to carry out the Director's duties to the Association.
 - c. Directors shall not use confidential information for the Director's personal gain or advancement, or to the detriment of the Association. Examples include, but are not limited to, confidential information regarding bids, awarding of contracts, real estate transactions, or personnel information other than the information available to members under Article XVII, Section 1(b) of the Association Bylaws and Board Policy 605.
 - d. All confidential information or documents furnished to Directors, used by them on the Association's behalf, or generated or obtained by them during their membership on the Board shall be and remain the property of the Association.
 - e. Directors shall return all confidential information in their possession to the Executive Assistant within 10 days of the termination of their term as a Director.
 - f. Directors, at the discretion of the Board, may be required to sign written confidentiality agreements to effectuate the terms of this Policy.
2. ~~Employees. While employed by the Association, or at any time thereafter, the following confidentiality provisions apply to employees;~~
- ~~a. Employees shall not release or disseminate information disclosed in Executive Session and shall not, either directly or indirectly, disclose or permit the disclosure of, reproduce, or in any other way publicly or privately disseminate, any confidential information to any third parties except as, and to the extent expressly authorized by, the employee's supervisor to carry out the employee's duties.~~
 - ~~b. Employees shall not use confidential information for the employee's personal gain or advancement, or to the detriment of the Association. Examples include, but are not limited to, confidential information regarding bids, awarding of contracts, or real estate transactions, or personnel information other than the information available to members under Article XVII, Section 1(b) of the Association Bylaws and Board Policy 605.~~
 - ~~c. Employees shall not remove confidential information or documents from the Association's facilities except as necessary to perform official~~

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~~Association duties.~~

- ~~d. All confidential information or documents furnished to employees, used by them on the Association's behalf, or generated or obtained by them during their employment shall be and remain the property of the Association.~~
- ~~e. Employees shall return all confidential information in their possession to the employee's supervisor immediately upon request of the employee's supervisor, and immediately upon termination of employment with the Association.~~
- ~~f. Employees, at the discretion of the Chief Executive Officer, may be required to sign written confidentiality agreements to effectuate the terms of this Policy.~~
- ~~g. Employees shall receive training regarding the treatment of confidential documents and this Policy.~~
- ~~3. This Policy supplements, and does not supersede, duties and obligations imposed upon Directors and employees by applicable state or federal law.~~

D. Potential Release of Confidential Information.

1. Confidential information shall not be released except in accordance with the release procedures provided for in Article XVII of the Association's Bylaws, this Policy, or in Board Policy 605, "Requests for Association Information."
2. Notwithstanding the release procedures provided for in this Policy or in Board Policy 605, if at any time a Director or the Chief Executive Officer believes that it is in the best interests of the Association to release confidential information, he or she may bring the matter to the attention of the full Board for consideration and action. Release of confidential information, as necessary, by the Chief Executive Officer to legal counsel for the representation of the Association is considered to be in the best interest of the Association.
3. Nothing in this Policy shall prohibit the Association from complying with obligations it may have under state and federal law or lawful orders of governmental authorities to release, or to prohibit the release of confidential information.

~~E. Potential Release of Confidential Documents Presented to Board.~~

~~Confidential hard copy or electronically stored documents provided to the Board or to a Board Committee (collectively referred to herein as the "Board") may be released to Association members in accordance with the procedures set forth in this~~

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~~section:~~

- ~~1. Upon completion of a Request for Information Form provided in Board Policy 605, for a confidential document previously provided to the Board, the request will be forwarded to the General Counsel (or his or her delegate). The General Counsel shall review the confidential document(s) and make a determination as to whether they should remain confidential or be made available for release.~~
- ~~2. The General Counsel shall be guided by the following more specific guidelines for confidential documents related to labor negotiations and financial, strategic, and long term planning, unless application of such guidelines to a particular confidential document would not be in the best interest of the Association:
 - ~~a. Collective bargaining agreements will be released in accordance with Article XVII, Section 1(c) of the Association Bylaws and Board Policy 605. Analyses and other information describing (i) a ratified agreement and (ii) all voted on, but rejected provisions, will be released, except that analysis and bargaining strategies prepared or used in connection with collective bargaining negotiations will not be released. Cost benefit analyses provided to the Board in accordance with Board Policy 404, "Approval of Collective Bargaining Agreements," on a confidential basis, shall not be released. Cost benefit analyses made available to the public under Board Policy 404 should not be considered confidential information.~~
 - ~~b. Documents concerning financial, strategic and long term planning matters, the immediate disclosure of which would have had an adverse effect on the finances of the Association when originally presented to the Board, will be released after termination of the circumstances that would cause immediate disclosure of the information to have an adverse effect on the finances of the Association.~~~~
- ~~3. In addition to applying the guidelines provided for in Section II E.2 of this Policy, the General Counsel shall consult with the author of the document, or anyone else he or she needs to consult, to make his or her initial determination.~~
- ~~4. The General Counsel shall then prepare a memorandum to the Chief Executive Officer who shall review and either approve or amend the determination.~~
- ~~5. After review by the Chief Executive Officer, the memorandum shall be provided to the Board as confidential information.~~
- ~~6. If no Director objects to the determination included in the memorandum at the Board meeting following presentation of the memorandum to the Board, the documents scheduled for release would then become available to requesting members. If a Director objects to any determination to release or not release a document, that determination would be reconsidered by the Board in executive session and then addressed, if necessary, via motion in open session.~~
- ~~7. If any release of information under this Policy triggers Securities Exchange Commission reporting requirements, if applicable, timely reports will be made.~~

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III. RESPONSIBILITIES

- A. Each Director ~~and employee~~ shall comply with this Policy.
- B. ~~The Chief Executive Officer shall inform all employees about the content of this Policy and use his or her best efforts to insure compliance with it.~~
- C. ~~Any Director or employee whose conduct violates this Policy may be subject to: (1) if Chief Executive Officer, termination by appropriate action of the Board of Directors in accordance with any contract of employment; (2) if an employee, termination by appropriate action of the Chief Executive Officer; or (3) if a Director, removal pursuant to Article IV, Section 7 of the Association’s Bylaws.~~
- CD. The Association may seek legal and equitable relief in any court of competent jurisdiction to prevent or restrain any disclosure, breach or threatened breach of confidentiality that violates this Policy. Further, the Association shall seek to enforce the legal protections afforded to confidential information.
- DE. All duties and obligations with respect to confidential information of the Association imposed by statute, court rule or common law are not abrogated or impacted in any way by this Policy.
- EF. The Board Chair and the Chief Executive Officer are responsible for the administration of this Policy.

Date Approved: ~~June~~March __, 20214

Attested: _____
Susanne Fleek-Green
__ Secretary of the Board

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CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 105

CONFIDENTIAL INFORMATION

I. OBJECTIVE

To ensure the protection of confidential information of the Association, as well as confidential information of Association members and third parties with whom the Association does business if such confidential information is in the possession of the Association.

II. CONTENT

A. Definition of “Confidential Information.”

“Confidential information” means any information disclosed to a board member, known as a consequence of the position with the Association, that is confidential, whether idea or communication preserved in a tangible medium, including hard copy videotapes; audiotapes; or electronic files such as memos, reports, correspondence and handwritten notes, as well as any electronically stored information, e-mail, electronic document files (for example, Word documents, Excel spreadsheets, PowerPoint presentations, Access databases) regardless of where they are stored (for example, on removable media such as CD, DVD, jump drives, hard disks, or file servers) and includes discussions during the deliberative process regarding confidential matters.

B. Categories of Confidential Information.

Confidential information will generally fall into one of the categories described in Board Policy 605, Section II.F.

Questions concerning the confidential status of any information shall be directed to the Chief Executive Officer or General Counsel.

C. Obligations of Board Directors to Maintain Confidentiality.

1. While serving on the Board or at any time thereafter, the following confidentiality provisions apply to members of the Board of Directors (hereafter “Directors”):

a. Directors shall not release or disseminate information disclosed in Executive Session and shall not, either directly or indirectly, disclose or permit the disclosure of, reproduce, or in any other way

publicly or privately disseminate, any confidential information to any third parties except as provided herein.

- b. To the extent expressly authorized by the Board, a Director may disclose confidential information to third parties to carry out the Director's duties to the Association.
 - c. Directors shall not use confidential information for the Director's personal gain or advancement, or to the detriment of the Association. Examples include, but are not limited to, confidential information regarding bids, awarding of contracts, real estate transactions, or personnel information other than the information available to members under Article XVII, Section 1(b) of the Association Bylaws and Board Policy 605.
 - d. All confidential information or documents furnished to Directors, used by them on the Association's behalf, or generated or obtained by them during their membership on the Board shall be and remain the property of the Association.
 - e. Directors shall return all confidential information in their possession to the Executive Assistant within 10 days of the termination of their term as a Director.
 - f. Directors, at the discretion of the Board, may be required to sign written confidentiality agreements to effectuate the terms of this Policy.
2. This Policy supplements, and does not supersede, duties and obligations imposed upon Directors by applicable state or federal law.

D. Potential Release of Confidential Information.

1. Confidential information shall not be released except in accordance with the release procedures provided for in Article XVII of the Association's Bylaws, this Policy, or in Board Policy 605, "Requests for Association Information."
2. Notwithstanding the release procedures provided for in this Policy or in Board Policy 605, if at any time a Director or the Chief Executive Officer believes that it is in the best interests of the Association to release confidential information, he or she may bring the matter to the attention of the full Board for consideration and action. Release of confidential information, as necessary, by the Chief Executive Officer to legal counsel for the representation of the Association is considered to be in the best interest of the Association.

3. Nothing in this Policy shall prohibit the Association from complying with obligations it may have under state and federal law or lawful orders of governmental authorities to release, or to prohibit the release of confidential information.

III. RESPONSIBILITIES

- A. Each Director shall comply with this Policy.
- B. Any Director whose conduct violates this Policy may be subject to removal pursuant to Article IV, Section 7 of the Association’s Bylaws.
- C. The Association may seek legal and equitable relief in any court of competent jurisdiction to prevent or restrain any disclosure, breach or threatened breach of confidentiality that violates this Policy. Further, the Association shall seek to enforce the legal protections afforded to confidential information.
- D. All duties and obligations with respect to confidential information of the Association imposed by statute, court rule or common law are not abrogated or impacted in any way by this Policy.
- E. The Board Chair and the Chief Executive Officer are responsible for the administration of this Policy.

Date Approved: March __, 2024

Attested: _____
Susanne Fleek-Green
Secretary of the Board

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 106

DIRECTOR DUTIES AND STANDARDS OF CONDUCT

I. OBJECTIVE

To describe and set forth the fiduciary duties of Directors, ~~and~~ to clarify the standards of conduct for which Directors will be held accountable when serving on the Board, ~~and to define prohibited conduct for the Directors.~~

~~**II. PREAMBLE**~~

~~All of the powers of the Association are conferred upon and may be exercised by the Board of Directors, except as reserved to or conferred upon the members by law, the articles of incorporation, or the bylaws. It is the purpose of this Policy to identify or establish standards whereby such power may be exercised in the best interests of the Association.~~

III. CONTENT

A. Directors are subject to legal standards of fiduciary responsibility. These include the duties of care and loyalty.

- ~~A. 1.~~ Under the duty of care, ~~D~~irectors are required to:
 - ~~1. a.~~ Exercise that degree of care that an ordinarily prudent person would exercise under similar circumstances.
 - ~~b. 2.~~ Have or acquire the minimum knowledge and skills necessary to direct the affairs of the Association.
 - ~~c. 3.~~ Make every effort to attend all meetings of the Board and to study materials sent prior to each Board meeting.
 - ~~d. Study and adhere to all obligations imposed by the Articles of Incorporation, the Bylaws, contractual agreements and Board Policies.~~

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24. ~~Under the duty of loyalty, Directors are required to: Study and adhere to all obligations imposed by the Articles of Incorporation, the Bylaws, contractual agreements and Board Policies.~~
- a. ~~Elevate the best interests of the Association and its members over any personal interests.~~
 - b. ~~Maintain undivided loyalty to the Association, which requires that there be no conflict between duty and self-interest.~~
 - c. ~~Refrain from using their position of trust and confidence with the Association to further private interests.~~
 - d. ~~Exert all reasonable and lawful efforts to ensure that the Association is not deprived of any advantage to which it is entitled.~~

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~~B. Directors Shall Act Only Through the Board.~~

1. ~~The Board recognizes that should any Director undertake in private conversation with others to make commitments for the Board of Directors, unless directed officially by the Board, that Director becomes involved in a serious breach of policy that might disrupt the entire organization. The Board member shall be subject to reprimand from fellow Board members should a director attempt to make commitments unofficially for the Board.~~
2. ~~The Board of Directors shall refrain as individuals from discussing management and personnel problems with personnel of the Association. The Board of Directors, in consultation with the Chief Executive Officer, may confer with key personnel at regular or special meetings of the Board.~~
3. ~~The "flow" of authority for the management of the Association shall be through the Board of Directors to the Chief Executive Officer. The Board of Directors shall require full, complete and timely information from the Chief Executive Officer concerning pertinent matters in connection with the management of the Association as set forth in Board Policies.~~

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BC. Directors must act in good faith. Every Director in expressing ~~his or her~~ their views, questions, concerns, positions and activities relating to Association policies, rates, charges, programs, etc., shall be given the benefit of the assumption that the Director is pursuing the best interests of the Association. In turn, good faith requires that:

1. Directors reveal all information or interests which they may have that may bear upon action being considered by the Board or management;

2. Directors will not pursue a position, inquiry, recommendation or motion to unduly harass or annoy another Director or member of management during a Board or committee meeting or during outside meetings;
3. Directors will not exercise any special privilege that is not available to the general membership unless in a Board or committee meeting, or while acting upon authority delegated by the whole Board; and
4. Directors' communications with employees other than management, if made at all, shall be casual and conducted on a friendly and courteous basis and not for the purpose of influencing an employee's position or attitude concerning Association-related activities, or concerning such activities or the employment positions of other Association employees, or seeking Association information or data.

C. Directors shall act only through the Board.

1. The Board recognizes that should any Director undertake in private conversation with others to make commitments for the Board of Directors, unless directed officially by the Board, that Director becomes involved in a serious breach of policy that might disrupt the entire organization. The Board Director member shall be subject to reprimand from fellow Directors Board members should a Director attempt to make commitments unofficially for the Board.
2. The Board of Directors shall refrain as individuals from discussing management and personnel problems with personnel of the Association. The Board of Directors, in consultation with the Chief Executive Officer, may confer with key personnel at regular or special meetings of the Board.
3. The "flow" of authority for the management of the Association shall be through the Board of Directors to the Chief Executive Officer. The Board of Directors shall require full, complete and timely information from the Chief Executive Officer concerning pertinent matters in connection with the management of the Association as set forth in Board Policies.

D. Director's Initiatives for Board of Directors' Meetings. Any Director may propose a topic for discussion at an upcoming board meeting or committee meeting. The Chief Executive Officer and the Board Chair will consider any such proposal as a possible item of new business for regular Board meetings, and, for Committee meetings, the Chair of the Committee will consider any such proposal in consultation with the Chief Executive Officer.

D. Board Member Access to Company Data and Information. Any Director is entitled to have access to any data or information of the Association at reasonable

~~times during business hours and for a proper purpose that is germane to a Board member's standing. This principle is subject to and will be honored in accordance with the following standards:~~

- ~~1. All requests for such information or data shall be made to and through the Board Chair and Chief Executive Officer. In no case (unless after consultation with and being advised otherwise by the Board Chair and General Counsel because an actual or potential criminal activity of the Chief Executive Officer is involved) shall such information or data be sought by a Board member through other employees, agents, or independent contractors.~~
- ~~2. In any instance in which a Director has sought access to information or data not generally or ordinarily made available or reported to the Board, the Board Chair shall so report in detail to the Board at its next meeting.~~
- ~~3. Information or data received by a Director pursuant to this Policy shall not be revealed by the Director to any other persons unless the Director is sincerely convinced, after consultation with General Counsel, that to do so is compelled by law or the overriding best interests of the Association.~~
- ~~4. In no case should a Director reveal to others information and data received by a Director because of the Director's inside position in the Association if the actual or potential effect of such revelation is to damage the Association, including its image.~~

~~E. Good Faith. Every Director in expressing their views, questions, concerns, positions and activities relating to Association policies, rates, charges, programs, etc., shall be given the benefit of the assumption that the Director is pursuing the best interests of the Association. In turn, good faith requires that: (1) Directors reveal all information or interests which they may have that may bear upon action being considered by the Board or management; (2) Directors, neither in Board or Board committee meetings nor outside meetings, pursue a position, inquiry, recommendation or motion as to unduly harass or annoy another Director or member of management; (3) Directors, unless in a Board meeting or committee meeting or while acting upon authority delegated by the whole Board, exercise no special privilege not available to the general membership; and (4) Directors' communications with employees other than management, if made at all, shall be casual and conducted on a friendly and courteous basis and not for the purpose of influencing an employee's position or attitude concerning Association-related activities, or concerning such activities or the employment positions of other Association employees, or seeking Association information or data.~~

FE. Directors shall comply with the Association's Bylaws, Articles of Incorporation, Board policies, and applicable local, state and federal laws. ~~Directors shall comply with Board Policy 104, Prohibited Conduct and Conflict of Interest.~~

FG. Directors shall comply with Board Policy 605, Request for Association Information. A Director shall not:

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1. Use Association information in any manner that is not in the best interests of the Association;
2. Individually conduct negotiations or make contacts or inquiries on behalf of the Association and/or the Board ~~of Directors~~ unless officially designated to do so;
3. Disclose confidential Association information in violation of Board Policy 605, Requests for Association Information, and Board Policy 105, Confidential Information;
4. Directors shall comply with any Association policy, with any direction provided by the Chief Executive Office, and with applicable law with regard to any Confidential Information.

GH. Director serving as Liaison or Representative. Any Director appointed by the Board to serve as a Liaison or as a Representative of the Board to any member committee, trade or other organization, or to any third party or group (collectively, "Entity") shall:

1. Act solely within the scope of any direction provided by the Board and/or by the Board Chair either by resolution or otherwise.
2. Provide adequate notice of important matters coming before the Entity and meaningful opportunities to provide guidance to the Board and the Chief Executive Officer.
3. Represent the Association's best interest in all votes taken by the Entity.
4. Keep the ~~Association~~ Board and management fully informed of all significant Entity activities.

H. Media and Public Statements.

1. Any Director may speak with the media on behalf of the Association only if he or she has been designated as an Association media spokesperson on the topic or issue.
2. Subject to paragraph 1, a ~~Director~~ Board member is encouraged to be an ambassador of the Association and, subject to rules regarding confidentiality, to promote the activities and actions of the Board with the Association's membership. In so doing, a ~~Director~~ Board member must stay faithful to the intent of the Board as expressed in its official statements, and should not reinterpret or re-characterize the Board's actions to reflect ~~the Director's~~ ~~one's~~ own view. While having the right and responsibility to exercise independent judgment and to express

dissenting opinions during Board deliberations, a ~~Director~~~~Board member~~ also has the obligation outside the Boardroom to respect and support decisions of the majority, even when the ~~Director~~ ~~Board member~~ dissented from the majority view. Provided that the limitations of this paragraph are honored, a ~~Director~~~~Board member~~ may express personal views on any topic of public debate, which may include, generic discussion of matters of public policy involving the Association’s activities. It is not a violation of this Policy for an incumbent ~~Board~~~~Directormember~~, during the course of a campaign for re-election, to describe or explain that ~~d~~Director’s voting record and to state positions on issues concerning the Association.

IJ. Prohibited Conduct.

1. Directors of the Association are prohibited from:

- a. Receiving gifts, fees, loans or favors from suppliers, contractors, consultants, financial houses, employees or other Directors which may reasonably obligate or induce Directors to compromise their duties and responsibilities to negotiate, obligate, inspect, audit, purchase or consider, award, or authorize the Chief Executive Officer (“CEO”) to enter into contracts in the best interests of the Association. Payment for a Director’s meal for the purpose of discussing Association business matters is not prohibited if the cost or value of the meal is \$100.00 or less per person. This section does not prohibit Directors from receiving contributions to their campaigns for election to the Board of Directors in accordance with any policy or procedure established by the Board for such campaign contributions;
- b. Using Association information in any manner that is not in the best interests of the Association;
- c. Individually conducting negotiations or making contacts or inquiries on behalf of the Association and/or the Board of Directors unless officially designated to do so;
- d. Disclosing confidential Association information in violation of Board Policy 605, “Requests for Association Information” and Board Policy 105, “Confidential Information”;
- e. Acquiring or having a financial interest in any Association property;
- f. Having a financial interest in a competing enterprise or being a supplier, contractor, consultant, or other entity with which the Association does business, except as provided in Article IV, Section 3(a)(4) of the Bylaws. Directors may own securities in a

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publicly-owned company unless ownership of such securities provides the Director with the ability to materially influence or affect the business relationship between the Association and such publicly-owned company;

g. Having other interests in or relationships with an outside organization or individual having business dealings with the Association if the interest or relationship would impair the ability of the Director to serve the best interests of the Association.

2. Directors are also prohibited from being:

a. An employee of the Association;

b. An employee of a competing enterprise except as provided in Article IV, Section 3(a)(2) of the Bylaws;

c. A member, officer, director or employee of any union local currently acting as a bargaining agent for Association employees;

d. A person living in the same household with and financially interdependent upon any person included in subparagraphs 1, 2, and 3 above;

e. A member of a standing or ad hoc member committee as described in Article XV, Section 1 of the Association's Bylaws.

J. Enforcement.

3. The Board Chair is authorized to ensure compliance with this Policy. Any Director may request the review of actions taken by another Director by requesting a meeting with that Director and the Board Chair to discuss concerns.

4. If that discussion does not resolve the concern or if the compliance issue arises out of a potential breach of Board Policy 103, Section III.F, the Director questioning the action of another Director may deliver to each Director a notice, signed by at least two Directors, setting forth the charges against such other Director. The Director against whom the charges are brought shall be informed in writing of the charges at least ten days prior to the meeting of the Board. This meeting shall be presided over by the Board Chair unless he/she is the charged party in which case the presiding officer shall be the Vice Chair. At such Board meeting and in the presence of the Director charged, the person or persons bringing the charges shall present evidence of non compliance. The Director charged shall have an opportunity to present evidence in support of a defense to the charges. The Director may be disciplined or censured only by a 3/4ths

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majority vote of the entire Board, less the member charged, finding that the Director failed to comply with one or more Board Policies. Any such review of compliance undertaken by the Board and any action taken by the Board shall be reflected in the minutes of the meeting at which such review occurred.

5. Disciplinary action under this section is in addition to the right of the membership to remove a Director.

~~Enforcement. The Board Chair is authorized to ensure compliance with this Policy. Any Director may request the review of actions taken by another Director by requesting a meeting with that Director and the Board Chair to discuss concerns.~~

~~If that discussion does not resolve the concern or if the compliance issue arises out of a potential breach of Board Policy 106, Section III.B, the Director questioning the action of another Director may deliver to each Director a notice, signed by at least two Directors, setting forth the charges against such other Director. The Director against whom the charges are brought shall be informed in writing of the charges at least ten days prior to the meeting of the Board. This meeting shall be presided over by the Board Chair unless he/she is the charged party in which case the presiding officer shall be the Vice Chair. At such Board meeting and in the presence of the Director charged, the person or persons bringing the charges shall present evidence of non-compliance. The Director charged shall have an opportunity to present evidence in support of a defense to the charges. The Director may be disciplined or censured only by a 3/4ths majority vote of the entire Board, less the member charged, finding that the Director failed to comply with one or more Board Policies. Any such review of compliance undertaken by the Board and any action taken by the Board shall be reflected in the minutes of the meeting at which such review occurred.~~

~~Disciplinary action under this section is in addition to the right of the membership to remove a Director.~~

III. RESPONSIBILITIES

- A. Each Director shall make every reasonable effort to ensure that this policy is adhere to this Policy.
- B. The Board Chair is It shall be the responsible ility of the Board Chair for bringing the attention of the Directors non-adherence with this Policy to the attention of Directors.
- C. Any Director whose conduct violates section III.I of this Policy may be subject to removal pursuant to Article IV, Section 3(c) or Section 7 of the Association's Bylaws.

D. The Association's Board of Directors shall be responsible for administration of this policy

Date Approved: March , 2024 Attested:

_____ Susanne Fleek-Green
_____ Secretary of the Board

~~IV. RESPONSIBILITY~~

~~The Chairman of the Board shall be responsible for bringing the attention of the Board members to non-adherence to this Policy.~~

~~Each Director shall make every reasonable effort to ensure that this Policy is adhered to.~~

Date Approved: May 25, 2016 Attested:

_____ Bruce M. Dougherty
_____ Secretary of the Board

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 106

DIRECTOR DUTIES AND STANDARDS OF CONDUCT

I. OBJECTIVE

To describe and set forth the fiduciary duties of Directors, to clarify the standards of conduct for which Directors will be held accountable when serving on the Board, and to define prohibited conduct for the Directors.

II. CONTENT

- A. Directors are subject to legal standards of fiduciary responsibility. These include the duties of care and loyalty.
1. Under the duty of care, Directors are required to:
 - a. Exercise that degree of care that an ordinarily prudent person would exercise under similar circumstances.
 - b. Have or acquire the minimum knowledge and skills necessary to direct the affairs of the Association.
 - c. Make every effort to attend all meetings of the Board and to study materials sent prior to each Board meeting.
 - d. Study and adhere to all obligations imposed by the Articles of Incorporation, the Bylaws, contractual agreements and Board Policies.
 2. Under the duty of loyalty, Directors are required to:
 - a. Elevate the best interests of the Association and its members over any personal interests.
 - b. Maintain undivided loyalty to the Association, which requires that there be no conflict between duty and self-interest.
 - c. Refrain from using their position of trust and confidence with the Association to further private interests.
 - d. Exert all reasonable and lawful efforts to ensure that the Association is not deprived of any advantage to which it is entitled.

- B. Directors must act in good faith. Every Director in expressing his or her views, questions, concerns, positions and activities relating to Association policies, rates, charges, programs, etc., shall be given the benefit of the assumption that the Director is pursuing the best interests of the Association. In turn, good faith requires that:
1. Directors reveal all information or interests which they may have that may bear upon action being considered by the Board or management;
 2. Directors not pursue a position, inquiry, recommendation or motion to unduly harass or annoy another Director or member of management during a Board or committee meeting or during outside meetings;
 3. Directors not exercise any special privilege that is not available to the general membership unless in a Board or committee meeting, or while acting upon authority delegated by the whole Board; and
 4. Directors' communications with employees other than management, if made at all, shall be casual and conducted on a friendly and courteous basis and not for the purpose of influencing an employee's position or attitude concerning Association-related activities, or concerning such activities or the employment positions of other Association employees, or seeking Association information or data.
- C. Directors shall act only through the Board.
1. The Board recognizes that should any Director undertake in private conversation with others to make commitments for the Board of Directors, unless directed officially by the Board, that Director becomes involved in a serious breach of policy that might disrupt the entire organization. The Director shall be subject to reprimand from fellow Directors should a Director attempt to make commitments unofficially for the Board.
 2. The Directors shall refrain as individuals from discussing management and personnel problems with personnel of the Association. The Board of Directors, in consultation with the Chief Executive Officer, may confer with key personnel at regular or special meetings of the Board.
 3. The "flow" of authority for the management of the Association shall be through the Board of Directors to the Chief Executive Officer. The Board of Directors shall require full, complete and timely information from the Chief Executive Officer concerning pertinent matters in connection with the management of the Association as set forth in Board Policies.

- D. Director's initiatives for Board of Directors' meetings. Any Director may propose a topic for discussion at an upcoming board meeting or committee meeting. The Chief Executive Officer and the Board Chair will consider any such proposal as a possible item of new business for regular Board meetings. For Committee meetings, the Chair of the Committee will consider any such proposal in consultation with the Chief Executive Officer.
- E. Directors shall comply with the Association's Bylaws, Articles of Incorporation, Board policies, and applicable local, state and federal laws.
- F. Directors shall comply with Board Policy 605, Request for Association Information. A Director shall not:
1. Use Association information in any manner that is not in the best interests of the Association;
 2. Individually conduct negotiations or make contacts or inquiries on behalf of the Association and/or the Board unless officially designated to do so;
 3. Disclose confidential Association information in violation of Board Policy 605, Requests for Association Information, and Board Policy 105, Confidential Information;
 4. Directors shall comply with any Association policy, with any direction provided by the Chief Executive Office, and with applicable law with regard to any Confidential Information.
- G. Director serving as Liaison or Representative. Any Director appointed by the Board to serve as a Liaison or as a Representative of the Board to any member committee, trade or other organization, or to any third party or group (collectively, "Entity") shall:
1. Act solely within the scope of any direction provided by the Board and/or by the Board Chair either by resolution or otherwise.
 2. Provide adequate notice of important matters coming before the Entity and meaningful opportunities to provide guidance to the Board and the Chief Executive Officer.
 3. Represent the Association's best interest in all votes taken by the Entity.
 4. Keep the Board and management fully informed of all significant Entity activities.

H. Media and Public Statements.

1. Any Director may speak with the media on behalf of the Association only if he or she has been designated as an Association media spokesperson on the topic or issue.
2. Subject to paragraph 1, a Director is encouraged to be an ambassador of the Association and, subject to rules regarding confidentiality, to promote the activities and actions of the Board with the Association's membership. In so doing, a Director must stay faithful to the intent of the Board as expressed in its official statements, and should not reinterpret or re-characterize the Board's actions to reflect the Director's own view. While having the right and responsibility to exercise independent judgment and to express dissenting opinions during Board deliberations, a Director also has the obligation outside the Boardroom to respect and support decisions of the majority, even when the Director dissented from the majority view. Provided that the limitations of this paragraph are honored, a Director may express personal views on any topic of public debate, which may include, generic discussion of matters of public policy involving the Association's activities. It is not a violation of this Policy for an incumbent Director, during the course of a campaign for re-election, to describe or explain that Director's voting record and to state positions on issues concerning the Association.

I. Prohibited Conduct.

1. Directors of the Association are prohibited from:
 - a. Receiving gifts, fees, loans or favors from suppliers, contractors, consultants, financial houses, employees or other Directors which may reasonably obligate or induce Directors to compromise their duties and responsibilities to negotiate, obligate, inspect, audit, purchase or consider, award, or authorize the Chief Executive Officer ("CEO") to enter into contracts in the best interests of the Association. Payment for a Director's meal for the purpose of discussing Association business matters is not prohibited if the cost or value of the meal is \$100.00 or less per person. This section does not prohibit Directors from receiving contributions to their campaigns for election to the Board of Directors in accordance with any policy or procedure established by the Board for such campaign contributions;
 - b. Using Association information in any manner that is not in the best interests of the Association;
 - c. Individually conducting negotiations or making contacts or inquiries on behalf of the Association and/or the Board of

Directors unless officially designated to do so;

- d. Disclosing confidential Association information in violation of Board Policy 605, “Requests for Association Information” and Board Policy 105, “Confidential Information”;
- e. Acquiring or having a financial interest in any Association property;
- f. Having a financial interest in a competing enterprise or being a supplier, contractor, consultant, or other entity with which the Association does business, except as provided in Article IV, Section 3(a)(4) of the Bylaws. Directors may own securities in a publicly-owned company unless ownership of such securities provides the Director with the ability to materially influence or affect the business relationship between the Association and such publicly-owned company;
- g. Having other interests in or relationships with an outside organization or individual having business dealings with the Association if the interest or relationship would impair the ability of the Director to serve the best interests of the Association.

2. Directors are also prohibited from being:

- a. An employee of the Association;
- b. An employee of a competing enterprise except as provided in Article IV, Section 3(a)(2) of the Bylaws;
- c. A member, officer, director or employee of any union local currently acting as a bargaining agent for Association employees;
- d. A person living in the same household with and financially interdependent upon any person included in subparagraphs 1, 2, and 3 above;
- e. A member of a standing or ad hoc member committee as described in Article XV, Section 1 of the Association’s Bylaws.

J. Enforcement.

- 1. The Board Chair is authorized to ensure compliance with this Policy. Any Director may request the review of actions taken by another Director by requesting a meeting with that Director and the Board Chair to discuss concerns.

2. If that discussion does not resolve the concern or if the compliance issue arises out of a potential breach of Board Policy 103, Section III.F, the Director questioning the action of another Director may deliver to each Director a notice, signed by at least two Directors, setting forth the charges against such other Director. The Director against whom the charges are brought shall be informed in writing of the charges at least ten days prior to the meeting of the Board. This meeting shall be presided over by the Board Chair unless he/she is the charged party in which case the presiding officer shall be the Vice Chair. At such Board meeting and in the presence of the Director charged, the person or persons bringing the charges shall present evidence of non compliance. The Director charged shall have an opportunity to present evidence in support of a defense to the charges. The Director may be disciplined or censured only by a 3/4ths majority vote of the entire Board, less the member charged, finding that the Director failed to comply with one or more Board Policies. Any such review of compliance undertaken by the Board and any action taken by the Board shall be reflected in the minutes of the meeting at which such review occurred.

3. Disciplinary action under this section is in addition to the right of the membership to remove a Director.

III. RESPONSIBILITIES

- A. Each Director shall make every reasonable effort to adhere to this Policy.

- B. The Board Chair is responsible for bringing non-adherence with this Policy to the attention of Directors.

- C. Any Director whose conduct violates section III.I of this Policy may be subject to removal pursuant to Article IV, Section 3(c) or Section 7 of the Association's Bylaws.

- D. The Association's Board of Directors shall be responsible for administration of this policy

Date Approved: March __, 2024

Attested: _____

Susanne Fleek-Green
Secretary of the Board

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 107

**AUTHORITY OF ~~THE ASSOCIATION-APPOINTED REPRESENTATIVES~~
REGARDING JOINTLY OWNED AND OPERATED ASSETS**

I. OBJECTIVES

- A. Provide clear guidelines to Association-appointed representatives regarding jointly operated assets when serving on committee(s) (“Management Committee”) charged with operating those assets.
- B. Provide the Association Board with adequate notice of important matters coming before ~~the a m~~Management ~~e~~Committee(s) and meaningful opportunities to provide guidance to the Association-appointed representatives;
- C. Assure that the procedures for providing oversight and guidance by the Association Board to the Association-appointed representatives are efficient and effective.

II. CONTENT

- A. The Association’s representatives on a ~~jointly-owned-asset-m~~Management ~~e~~Committee (whether the appointed representative or the alternate) are empowered and required to represent the Association’s best interests in all votes taken by the ~~m~~Management ~~e~~Committee(s). The Association-representatives or alternates are required to obtain approval of the Association Board of Directors in advance of all votes on issues meeting the criteria set out below.
 - 1. Decisions that have a net cost to the Association of \$5,000,000 or more.
 - 2. Additions of participants in the ownership of jointly operated assets unless already provided for in agreements.
 - 3. Approval of annual operating and capital budgets that exceed \$10,000,000 net to the Association.
 - 4. Amendments to any joint operating or participation agreement relating to the jointly operated assets.

5. Bonding for projects that could have a direct or indirect significant effect on the finances of the Association.

B. The Association-appointed ~~m~~Management ~~e~~Committee representative(s) shall keep the Association Board and management fully informed of all significant jointly-operated activities or matters undertaken or contemplated. The form of this communication is at the discretion of the Association Board. The Association Board shall be provided access to all written or visual materials provided to, or prepared by, the ~~m~~Management ~~e~~Committee(s), its ~~boards~~sub-committees(s), employees, agents, consultants or contractors, subject to any applicable confidentiality agreement or requirements.

C. The Chief Executive Officer, or his or her delegee, is hereby appointed to serve as the Association’s representative on all ~~Management Committees~~jointly-owned and-operated-assets.

III. RESPONSIBILITY

The Board of Directors and Chief Executive Officer will be responsible for administration of this Policy.

Date Approved: ~~June~~ March, 20214
~~Henderson~~

Attested: _____
Susanne Fleek-Green James
____Secretary of the Board

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CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 107

AUTHORITY OF ASSOCIATION-APPOINTED REPRESENTATIVES REGARDING JOINTLY OWNED AND OPERATED ASSETS

I. OBJECTIVES

- A. Provide clear guidelines to Association-appointed representatives regarding jointly operated assets when serving on committee(s) (“Management Committee”) charged with operating those assets.
- B. Provide the Association Board with adequate notice of important matters coming before a Management Committee and meaningful opportunities to provide guidance to the Association-appointed representatives;
- C. Assure that the procedures for providing oversight and guidance by the Association Board to the Association-appointed representatives are efficient and effective.

II. CONTENT

- A. The Association’s representatives on a Management Committee (whether the appointed representative or the alternate) are empowered and required to represent the Association’s best interests in all votes taken by the Management Committee. The Association-representatives or alternates are required to obtain approval of the Association Board of Directors in advance of all votes on issues meeting the criteria set out below.
 - 1. Decisions that have a net cost to the Association of \$5,000,000 or more.
 - 2. Additions of participants in the ownership of jointly operated assets unless already provided for in agreements.
 - 3. Approval of annual operating and capital budgets that exceed \$10,000,000 net to the Association.
 - 4. Amendments to any joint operating or participation agreement relating to the jointly operated assets.

- 5. Bonding for projects that could have a direct or indirect significant effect on the finances of the Association.

- B. The Association-appointed Management Committee representative(s) shall keep the Association Board and management fully informed of all significant jointly-operated activities or matters undertaken or contemplated. The form of this communication is at the discretion of the Association Board. The Association Board shall be provided access to all written or visual materials provided to, or prepared by, the Management Committee, its sub-committees, employees, agents, consultants or contractors, subject to any applicable confidentiality agreement or requirements.

- C. The Chief Executive Officer, or his or her delegee, is hereby appointed to serve as the Association’s representative on all Management Committees.

III. RESPONSIBILITY

The Board of Directors and Chief Executive Officer will be responsible for administration of this Policy.

Date Approved: March __, 2024

Attested: _____
Susanne Fleek-Green
Secretary of the Board

Proposed New Board Policy

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 108

DIRECTOR ACCESS TO ASSOCIATION DATA AND INFORMATION

I. OBJECTIVE

To describe and set forth the standards applicable to Directors' access to data and information of the Association.

II. CONTENT

A. Any Director is entitled to have access to any data or information of the Association at reasonable times during business hours and for a proper purpose that is germane to a Board member's standing. This principle is subject to and will be honored in accordance with the following standards:

1. All requests for such information or data shall be made to and through the Board Chair and Chief Executive Officer. In no case (unless after consultation with and being advised otherwise by the Board Chair and General Counsel because an actual or potential criminal activity of the Chief Executive Officer is involved) shall such information or data be sought by a Board member through other employees, agents, or independent contractors.
2. In any instance in which a Director has sought access to information or data not generally or ordinarily made available or reported to the Board, the Board Chair shall so report in detail to the Board at its next meeting.
3. Information or data received by a Director pursuant to this Policy shall not be revealed by the Director to any other persons unless the Director is sincerely convinced, after consultation with General Counsel, that to do so is compelled by law or the overriding best interests of the Association.
4. In no case should a Director reveal to others information and data received by a Director because of the Director's inside position in the Association if the actual or potential effect of such revelation is to damage the Association, including its image.

III. RESPONSIBILITIES

A. The Board Chair is authorized to ensure compliance with this Policy.

- B. Each Director shall make every reasonable effort to ensure that this policy is adhered to.

Date Approved: March __, 2024

Attested: _____
Susanne Fleek-Green
Secretary of the Board

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 306

STRATEGIC PLANNING

I. OBJECTIVE

The purpose of this policy is to describe the authority and responsibility for the Association's strategic planning.

II. OVERVIEW

The Association's Bylaws empower the Board of Directors to make, adopt and enforce *such* policy *as it may deem advisable for the management of the affairs and business of the Association, for the protection of its investments, and for the interest and welfare of its members* (Chugach Electric Association, Inc. Bylaws Article IV, Section 6).

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Board Policy 103 (*Duties and Responsibilities of the Board of Directors*) directs the Board to consider and adopt short and long-range plans, including:

- Objectives and major goals for the Association that are in conformance with the Articles of Incorporation and the Bylaws as well as all applicable federal and state laws; and
- Operating programs, services and activities developed and recommended by the Chief Executive Officer (CEO).

The Association shall establish an ongoing strategic planning process by which it transforms its mission and values into actionable, measurable goals. Strategic planning shall be based on consideration of the Association's Mission Statement, Value Statement, established decarbonization targets and on its internal capabilities and limitations and the external market, regulatory environment and other trends, events and developments.

The Board may guide the direction and conduct of the Association through periodic, fact-based, thoughtful and collaborative strategic planning. The Association's strategic plan will be updated ~~annually~~ every three years and may be amended between updates if warranted.

III. CONTENT

To implement the strategic planning process, the Board Chair or his or her designee shall meet periodically with the CEO prior to any scheduled Board meeting to review a list of Significant Strategic Initiatives currently under consideration, and to decide whether and when the CEO shall present any such initiatives to the Board and how the Board will review

that initiative. A "Significant Strategic Initiative" is a potential program, service or activity that:

- (1) Requires a substantial investment of staff time or other Association assets;
- (2) Has a potential substantial impact on the cost structure of the Association; or
- (3) Has the potential to substantially affect the Association's relationship with the community at large (including employees, members, and government agencies including the Regulatory Commission of Alaska).

When reviewing potential initiatives, the strategic planning process will incorporate an evaluation including, for example, the following components:

Mission Statement, Value Statement, Long-term Vision Statement, safety and ethical concerns, reliability, progress towards meeting established decarbonization targets, rates and efficiency issues, environmental stewardship and a community needs assessment, critical assumptions regarding the future, Association resources, a success profile and exit strategies.

IV. RESPONSIBILITY

The Board of Directors of the Association has a critical role in the strategic planning process and shall:

- (A) Approve the strategic plan no later than every three (3) years or whenever there are material changes that necessitate a more frequent final update.~~on an annual basis.~~
- (B) Commit the Association to a mission-driven strategic planning process and adopt long-term vision and mission statements for the Association.
- (C) Establish Board and subcommittee work that focuses on the strategic priorities of the organization, as necessary.
- (D) Identify and prioritize key strategic priorities of the Association and monitor the progress towards achieving these goals. Make adjustments and take corrective action in response to changes in business and operating conditions, as necessary.
- (E) Remain abreast on industry trends, and federal, state and local issues that have strategic implications to the Association.
- (F) Maintain standing meeting agenda item at each Board meeting for the opportunity to discuss strategic-level issues.

The responsibility of the CEO is to:

- (A) Update the Association's strategic plan based on Board guidance and present the plan to the Board for approval no later than every three (3) years or whenever there are material changes that necessitate a more frequent final update.~~on an annual~~

~~basis~~. Strategize, execute and manage the strategic planning process to meet the strategic objectives of the plan.

~~(A)~~(B) Provide a strategic plan accountability report on a semi-annual basis with updates in April, and August/September of each year.

~~(B)~~(C) Provide on-going information to the Board on opportunities, challenges, and industry trends that impact the strategic direction of the Association and progress towards meeting established decarbonization targets. Bring objective analysis and recommendations to the Board for deliberation and decision making.

~~(C)~~(D) Establish and coordinate ~~board/management~~ strategic planning subcommittees to identify short and long-term strategic matters that impact the Association.

~~(D)~~(E) Structure presentations on strategic topics to allow sufficient time for Board questions and guidance.

~~(E)~~(F) Include a list of Significant Strategic Initiatives in the CEO report to the Board. A majority of Board members may direct the CEO to present, and the Board to review, any Significant Strategic Initiative on the list at a future meeting of the Board.

~~(F)~~(G) Schedule annual Board retreat to address key strategic issues impacting the Association.

Date Approved: April 26, 2023 _____, 2024 _____ Attested:

Samuel W. CasonSusanne

Fleek-Green

Secretary of the Board

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CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 306

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II. OVERVIEW

The Association's Bylaws empower the Board of Directors to make, adopt and enforce such policy *as it may deem advisable for the management of the affairs and business of the Association, for the protection of its investments, and for the interest and welfare of its members* (Chugach Electric Association, Inc. Bylaws Article IV, Section 6).

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III. CONTENT

To implement the strategic planning process, the Board Chair or his or her designee shall meet periodically with the CEO prior to any scheduled Board meeting to review a list of Significant Strategic Initiatives currently under consideration, and to decide whether and when the CEO shall present any such initiatives to the Board and how the Board will review that initiative. A "Significant Strategic Initiative" is a potential program, service or activity that:

- (1) Requires a substantial investment of staff time or other Association assets;
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- (3) Has the potential to substantially affect the Association's relationship with the community at large (including employees, members, and government agencies including the Regulatory Commission of Alaska).

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Mission Statement, Value Statement, Long-term Vision Statement, safety and ethical concerns, reliability, progress towards meeting established decarbonization targets, rates and efficiency issues, environmental stewardship and a community needs assessment, critical assumptions regarding the future, Association resources, a success profile and exit strategies.

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- (A) Update the Association's strategic plan based on Board guidance and present the plan to the Board for approval no later than every three (3) years or whenever there are material changes that necessitate a more frequent final update. Strategize, execute and manage the strategic planning process to meet the strategic objectives of the plan.

- (B) Provide a strategic plan accountability report on a semi-annual basis with updates in April, and August/September of each year.
- (C) Provide on-going information to the Board on opportunities, challenges, and industry trends that impact the strategic direction of the Association and progress towards meeting established decarbonization targets. Bring objective analysis and recommendations to the Board for deliberation and decision making.
- (D) Establish and coordinate strategic planning subcommittees to identify short and long-term strategic matters that impact the Association.
- (E) Structure presentations on strategic topics to allow sufficient time for Board questions and guidance.
- (F) Include a list of Significant Strategic Initiatives in the CEO report to the Board. A majority of Board members may direct the CEO to present, and the Board to review, any Significant Strategic Initiative on the list at a future meeting of the Board.
- (G) Schedule annual Board retreat to address key strategic issues impacting the Association.

Date Approved: _____, 2024

Attested: _____

Susanne Fleek-Green
Secretary of the Board

Proposed Removal of Board Policy 506 with Re-Implementation as an Operating Policy

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 506

DRUG AND ALCOHOL POLICY & PROCEDURES

I. OBJECTIVE

To provide the Association with high standards for the health and safety of its employees, customers, and the public at large. The use of or impairment by drugs and/or alcohol during work hours is contrary to these high standards and will not be tolerated.

II. ELIGIBILITY

The provisions of this Policy, in their entirety, are applicable to all non-bargaining unit employees and to bargaining unit employees in accordance with the terms and conditions of applicable collective bargaining unit agreements.

III. CONTENT

SECTION I. INTRODUCTION AND GENERAL INFORMATION

A. Drug and Alcohol Prohibition Policy

1. **Policy** The Association has a long-standing commitment to maintain high standards for the health and safety of its employees, customers and the public. The use of or impairment by drugs and/or alcohol during work hours is contrary to these high standards and will not be tolerated.
2. **Purpose** The purpose of this Drug and Alcohol Policy ("Policy") is to maintain high safety, health and work performance standards and to reduce work-related accidents, injuries and damage which may be caused by drug or alcohol use or impairment. This Policy is also intended to ensure the maintenance of productivity, the quality of products and services and the security of property.
3. **Prohibited Conduct** The following conduct is prohibited and may result in discipline, up to and including termination:
 - a. the unauthorized use, possession, manufacture, distribution or sale of an illegal drug, controlled substance or drug paraphernalia on or in Association-owned property (including Association-supplied vehicles) or while on company business, or during working hours.

- b. storing any illegal drug, drug paraphernalia, or any controlled substance whose use is unauthorized, in or on Association-owned or supplied property (including vehicles).
- c. reporting to work, working, or acting or appearing on behalf of the Association while under the influence of illegal drugs or a controlled substance whose use is unauthorized.
- d. failure by an employee to notify the employee's supervisor before beginning work that he/she is taking medications or drugs which may interfere with the safe and effective performance of his/her work duties.
- e. refusing to immediately submit to a drug or alcohol test when requested by the Association, in accordance with this Policy.
- f. failing to adhere to the requirements of any drug or alcohol treatment or rehabilitation program in which the employee is participating, either: (1) as a condition of continued employment, or (2) pursuant to a written agreement between the Association and the employee.
- g. violating any criminal drug or alcohol law or statute while working.
- h. failing to notify the Association of any arrest or conviction under any criminal drug or alcohol statute by the next work day following the arrest or conviction.
- i. testing positive for drugs or alcohol in violation of this Policy.
- j. tampering with, adulterating, altering, substituting or otherwise obstructing any drug or alcohol testing process required under this Policy.
- k. reporting to work or remaining on duty requiring the performance of a safety sensitive function while having an alcohol concentration of .04 or greater, or if the employee is otherwise impaired by or under the influence of alcohol.
- l. consuming or using alcohol, illegal drugs or controlled substances whose use is unauthorized while on duty or while performing a safety sensitive function.

- m. performing a safety-sensitive function within eight hours of consuming or using alcohol. An on-call employee who consumes alcohol within four hours of being called in to perform a safety sensitive function must acknowledge the use of alcohol and shall not report for duty.

B. Applicability

1. Individuals Subject to Drug and Alcohol Policy Any prospective employee, all non-bargaining unit employees and bargaining unit employees in accordance with the applicable bargaining unit agreement.
2. Substances Tested For and Positive Results The Association shall test for alcohol and the following drugs:

Screening levels:

THC (Marijuana) - 50 ng/ml
Cocaine Metab. - 150 ng/ml
Opiates - 2000 ng/ml
 - **Codeine**
 - **Morphine**
 - **6-Acetylmorphine – 10 ng/ml**
PCP (Phencyclidine) - 25 ng/ml
Amphetamines - 500 ng/ml
 - **Methamphetamines**
 - **MDMA**
 - **MDEA**
 - **MDA**
Methamphetamines – 1000ng/ml

Testing by evidential Breath Testing Device

Alcohol - .02-.039 out of service¹

Confirmation levels (GC/MS)*:

THC (Marijuana) - 15+ ng/ml
Cocaine Metab. - 100+ ng/ml
Opiates - 2000+ ng/ml
 - **Codeine**
 - **Morphine**
 - **6-Acetylmorphine – 10 ng/ml**
PCP (Phencyclidine) - 25+ ng/ml

¹ An employee who tests in this range must be removed from any safety sensitive duties until the next shift (no sooner than 24 hours following administration of that test).

Amphetamines - 250+ ng/ml

- **Methamphetamines**

- **MDMA**

- **MDEA**

- **MDA**

Methamphetamines – 500+ ng/ml

Tested by Evidential Breath Testing Device

Alcohol - .04 or greater positive.

*Substance Abuse and Mental Health Services Administration (SAMHSA) specified threshold

Test results at or above the confirmation level will be considered a positive test.

C. Circumstances Under Which Testing May be Conducted

The Association will test employees for drugs and/or alcohol under the following conditions:

1. Pre-Employment Testing

A pre-employment drug and alcohol test of all prospective employees will be conducted. A positive test result is grounds for denying employment and a negative result is required prior to reporting for work.

2. Post-Accident Testing

a. Persons Subject to Post-Accident Testing

Employees whom the Association reasonably believes may have contributed to an accident in the workplace or during work hours may be required to undergo drug and/or alcohol impairment testing. Such a test will be conducted as soon as practicable after the accident, but not later than 32 hours after the accident for drugs and not later than 8 hours for alcohol. The Association will make reasonable attempts to obtain a sample from an employee after an accident, as defined below, but any injury should be treated first.

An accident that requires testing may involve any of the following:

- Loss of human life,
- Issuance of a moving traffic citation under state or local law,

- Injuries to pedestrians or occupants of the Association's vehicle or other vehicles,
- Medical treatment other than first aid administered away from the scene, or
- Significant property damage

b. Obligations of Employee Subject to Post-Accident Testing

- i. An employee who is subject to post-accident testing shall not consume alcohol for 8 hours after the accident, or until he/she has taken an alcohol test, whichever occurs first.
- ii. An employee who is subject to post-accident testing must remain readily available for such testing and may not take any action to interfere with the testing or the results of testing.

Employees who do not comply with the post-accident testing requirements, or who fail or refuse to provide a sample for testing, will be considered to have refused to submit to testing and will be subject to appropriate disciplinary action, including termination.

3. Random Testing

All employees shall be subject to drug and alcohol testing on an unannounced and random basis. The primary purposes of unannounced random testing are to deter illegal drug and alcohol use which may affect work performance or safety, and to ensure a drug free workforce.

Fifty percent of the testing pool will be randomly selected for drug testing each year and 25 percent will be selected for alcohol testing. The selections will be spread reasonably over a 12-month period.

In addition:

- a. random tests will only be administered during an employee's work hours.
- b. employees must remain in the random selection pool at all times, regardless of whether or not they have been previously selected for testing.
- c. employees shall be selected for testing by using a computer-based random number generator.

- d. no advance warning will be given to employees regarding the dates and times of random testing.

4. Reasonable Suspicion Testing

Any employee whom the Association reasonably suspects may be impaired by the use of drugs or alcohol that may adversely affect job performance, safety or the work environment may be required to submit to a drug and/or alcohol test. Reasonable suspicion testing is done to identify drug and alcohol affected employees who may pose a danger to themselves or others in their job performance.

Supervisors will decide whether there is reasonable suspicion to believe an employee is impaired by or under the influence of a drug or alcohol while on duty in violation of this Policy.

a. When Reasonable Suspicion Exist

The decision to test must be based on a reasonable and articulable suspicion or belief that the employee is impaired or under the influence of an unauthorized drug or by alcohol. Reasonable suspicion is a belief based on contemporaneous articulable observations concerning the employee's appearance, behavior, speech or body odors, or other reliable evidence or information that the employee is under the influence of or impaired by drugs or alcohol. For example, any of the following, either alone or in combination, may constitute reasonable suspicion:

- i. slurred speech;
- ii. irregular or unusual speech patterns;
- iii. impaired judgment;
- iv. alcohol odor on breath;
- v. uncoordinated walking or movement;
- vi. unusual or irregular behavior such as inattentiveness, listlessness, hyperactivity, hostility or aggressiveness;
- vii. possession of drugs or alcohol; and/or
- viii. observation of drug or alcohol use prior to reporting to work or during working hours.

Reasonable suspicion determinations will be made by supervisory personnel who have received training concerning the signs and symptoms of drug and alcohol use.

The observing supervisor shall document the events and record the behavioral signs and symptoms that support the reasonable suspicion. If possible, a second supervisor should also observe the

employee to verify that there is a reasonable basis to believe that a drug or alcohol violation has occurred.

b. Events After Determination Is Made

When a determination is made that reasonable suspicion exists that an employee is under the influence of drugs or alcohol in violation of this Policy, the employee shall be immediately relieved of their duties, pending further action.

The observing supervisor shall immediately notify the department head or other appropriate supervisor if reasonable suspicion is found to exist. Upon review, the department head or other appropriate supervisor may direct or authorize that the employee in question immediately submit to a drug and/or alcohol test.

c. Reports of Possible Violation by Supervisory Personnel

If a non-supervisory employee has reason to believe that a supervisor subject to this Policy is under the influence of drugs or alcohol at work in violation of this Policy, then he/she shall report such potential violation to the Vice President of Member and Employee Services, General Counsel or the Chief Executive Officer who will thereafter take appropriate action.

5. Return-to-Duty Testing

An employee who refuses to take or fails a drug or alcohol test and whose employment is not terminated may not return-to-duty until he/she is evaluated by a Substance Abuse Professional (SAP), passes a drug/alcohol test, and the SAP has determined that the employee may return to work and has completed any recommended treatment.

6. Follow-Up Testing

An employee who is referred for assistance for impairment or being under the influence of drugs or alcohol misuse during work hours may be subject to unannounced follow-up testing for a period not to exceed 60 months, as directed by the SAP. The number and frequency of follow-up testing will be determined by the SAP and the Association but will not be less than six tests in the first 12 months following the employee's return to duty. Follow-up testing will be conducted immediately prior to, during or immediately preceding work time for that employee.

SECTION II. CONSEQUENCES OF VIOLATING POLICY**A. General**

Compliance with this Policy is a condition of employment. Refusal to take a required drug or alcohol test, a positive drug or alcohol test, or engaging in an activity or behavior which otherwise violates this Policy shall, at a minimum, result in removal from performing assigned functions. Additional disciplinary action may follow, including termination.

B. Violations and Discipline

1. The Association may take adverse employment action, up to and including dismissal, based on:
 - a. a positive drug or alcohol test result;
 - b. a prospective employee or employee's refusal to provide a drug or alcohol testing sample;
 - c. an employee's failure to notify the employee's supervisor, before beginning work, that the employee was taking medications or drugs which might interfere with the safe or effective performance of duties;
 - d. verification of valid current prescription or legal use of such drug is not provided upon request by the next scheduled work day; or
 - e. misuse of the prescription or other drug; or
 - f. otherwise violating the terms and requirements of this Policy.
2. Potential adverse employment action may include one or more of the following:
 - a. a requirement that the employee enroll in an approved rehabilitation, treatment or counseling program. This program may include additional drug and alcohol testing. Participation in such a program, when required, is a condition of employment. Costs of participating in such a program will be borne by the employee;
 - b. suspension, with or without pay;
 - c. termination of employment;

- d. in the case of pre-employment drug/alcohol testing, refusal to hire the prospective employee; and
- e. other or additional adverse employment action, at the election and discretion of the Association.

C. Requirements For Return-To-Duty

An employee who is not terminated for violating this Policy may be given the opportunity to return to work provided he/she first:

1. receives a return to work evaluation by a SAP;
2. passes a Return to Work drug and/or alcohol test;
3. continues to receive negative drug or alcohol test results in follow-up tests after returning to duty; and
4. participates in and successfully completes any applicable Association approved evaluation/rehabilitation program.

SECTION III. SAMPLE COLLECTION AND SAMHSA TESTING PROCEDURES

A. Collection of Samples

1. Testing under this Policy is a urinalysis (for drugs) and an evidential breath testing device (for alcohol) administered under approved conditions and procedures conducted for the sole purpose of detecting drugs or alcohol. Other on-site methods to detect the presence of alcohol may also be used, including blood/alcohol and saliva tests.
2. The test will be conducted by an Association-appointed medical laboratory and paid for by the Association. Sample collection and testing will be performed under reasonable and sanitary conditions.
3. The collection site shall have all necessary trained personnel, materials, equipment, facilities, and supervision to provide for the collection, security, temporary storage, and shipping or transportation of specimens to a certified drug-testing laboratory designated by the Association. An independent medical facility may also be utilized as a collection site.
4. All drug test samples will be collected by the split sample collection method. However, if a split sample is not collected, the single sample will be collected and sent to the laboratory for testing.

5. The person collecting the drug sample will document the sample, including labeling the sample to preclude to the extent reasonable the possibility of misidentification of the person tested in relation to the test result provided.
6. The person collecting the sample shall provide the person to be tested with an opportunity to provide medical information that may be relevant to the test, including identifying current or recently used prescription and nonprescription drugs.
7. Sample collection, storage, and transportation to the testing place shall be performed in a manner reasonably designed to preclude the possibility of sample contamination, adulteration or misidentification.
8. An employee designated for testing must provide reliable individual identification to the person collecting the sample.
9. Drug and alcohol tests will be scheduled during the employee's regular work hours. Testing under this Policy is considered work time and will be compensated at the employee's normal rate of pay.
10. Sample collection will be performed in a manner which ensures the individual employee's privacy to the maximum extent consistent with ensuring that the sample is not contaminated, adulterated, or misidentified.
11. The Association will pay the entire actual costs for drug and alcohol testing required of employees and prospective employees. The Association will also pay reasonable transportation costs to an employee if the required test is conducted at a location other than the normal work site.

B. Testing Procedures

1. Unless testing is conducted on-site, the Association shall use a drug-testing laboratory approved or certified by SAMHSA.

If Non-Instrumented Drug tests are used then the Collector must perform the on site tests in the presence of the donor. For on-site testing, an employer may only use products approved by the Food and Drug Administration for employee testing and shall use the products in accordance with the manufacturer's instructions. All presumptive positive tests results must be sent to the SAMSHA Laboratory for confirmation testing before any employment action can be taken.

2. The laboratory shall permit inspections by the Association.

3. The Association may at times use a rapid test kit. If the rapid test is positive, the sample will be sent to the designated laboratory for confirmation.
4. Positive drug tests will be confirmed by a gas chromatography mass spectrometry. The Association will not rely on a positive drug test unless the confirming drug test results have been reviewed by a licensed physician or doctor of osteopathy.
5. Alcohol testing will be performed by a breath alcohol technician (BAT). If the result of an alcohol screening test is an alcohol concentration of .04 or greater, a confirmation test will be performed. The confirmation test will generally be done within 15, but not more than 30, minutes of the screening test. The results of these tests will be reported directly to the Association.

C. Review of Drug Test Results

1. Medical Review Officer

The Association shall contract the services of a Medical Review Officer (MRO). The MRO shall be a licensed physician or doctor of osteopathy. The MRO shall **review all confirmed positive drug test results** and interview individuals tested positive to verify the laboratory report. The Substance Abuse Professional may also evaluate and recommend to the Association whether and when an employee who either refuses to test or tests positive may return to work. Follow-up unannounced drug testing for a period of up to 60 months may be scheduled.

2. Reporting and Review of Results

- a. The MRO shall review confirmed positive test results. This review shall be performed by the MRO prior to the transmission of results to the Association.
- b. The MRO shall contact the employee within 48 hours and offer an opportunity to discuss the confirmed test result.
- c. The MRO will inform the employee that he/she has 72 hours to request a re-test of the split or single sample. A re-test is an analysis of the second split sample bottle or an aliquot of the original sample. The re-test can be sent to a laboratory approved or certified by the Substance Abuse and Mental Health Services Administration. The employee will be responsible for the costs of the re-test and will be reimbursed by the Association only if the sample comes back negative.

3. Legal Drug Use

If the MRO determines there is a legitimate medical explanation for the positive test result, the MRO shall report the test as negative. Test results that have been caused by appropriate use of prescription medication will be reported as negative.

4. Written Test Results

An employee may obtain a copy of the written test results only upon written request made within six months of the date of the test. The Association will provide the written test results to the employee pursuant to that request within five working days of its receipt.

5. Explanation of Positive Test by Employee

An employee who would like an opportunity to explain a positive test result in a confidential setting must make such a request in writing within 10 working days of being notified of the test result. An employee who submits such a timely written request will be given the opportunity, within 72 hours after its receipt or before the Association takes adverse employment action, to explain the positive test in a confidential setting.

SECTION IV. EMPLOYEE ASSISTANCE PROGRAM (EAP)

A. Scope of Program

The Employee Assistance Program or the Service Agent will provide education and training on drug and alcohol use to all employees.

The education shall include:

1. informational material distributed to employees as well as displayed on bulletin boards, employee break rooms, locker rooms, etc;
2. a community service hot line telephone number for employee assistance displayed on bulletin boards and distributed to employees; and,
3. distribution of this Policy regarding the use of prohibited drugs and alcohol to all employees. The Policy shall be displayed in prominent places throughout the Association (i.e., employee bulletin board, break room, locker rooms).

B. Supervisor Training

Supervisory personnel will receive training regarding this Policy. The training shall include at least 60 minutes of training on the use of controlled substances, and at least 60 minutes of training on alcohol misuse. This training shall be for all supervisors who may determine whether an employee will be drug and alcohol tested for reasonable suspicion.

SECTION V. CONFIDENTIALITY OF RESULTS**A. General**

1. All records relating to drug and alcohol testing will be maintained by the Human Resources Department in a confidential medical file in a secure location with controlled access, separate from personnel files.
2. Any communication received by the Association relevant to drug or alcohol test results and received through the Association's testing program is confidential and will not be disclosed by the Association except:
 - a. to the tested employee, prospective employee or another person designated in writing by the employee or prospective employee;
 - b. an individual designated by an employer to receive and evaluate test results or hear the explanation from the employee or prospective employee;
 - c. as ordered by a court or governmental agency; or
 - d. in any proceeding initiated by or on behalf of the individual or the Association arising from a positive test or related to, including but not limited to disciplinary proceedings, whether initiated by the employee, the Association or a third party.

SECTION VI. DRUG PERSONNEL AND SERVICES

1. **SERVICE AGENT (SA)**
Beacon OHSS, Inc.
800 Cordova Street
Anchorage, AK 99501
Phone: (907) 222-7612

2. **MEDICAL REVIEW OFFICER (MRO)**
David Nahin, M.D.
i3screen
9501 Northfield Blvd
Denver, Colorado 80238

3. **SUBSTANCE ABUSE AND MENTAL HEALTH SERVICES ADMINISTRATION (SAMHSA) LABORATORY**
Pathology Associates Medical Laboratory
110 West Cliff Avenue
Spokane, WA 99220

4. **EMPLOYEE ASSISTANCE PROGRAM**
Magellan Health Services
1-800-478-2812

SECTION VII. DEFINITIONS

Alcohol means ethanol, isopropanol, or methanol.

Alcohol concentration means the alcohol in a volume of breath expressed in terms of grams of alcohol - per 210 liters of breath-as indicated by an evidential breath test.

Alcohol Use means the consumption of any beverage or mixture, including any medication or mouthwash containing alcohol.

Breath Alcohol Technician (BAT) means an individual who operates an EBT and instructs and assists individuals in the alcohol testing process.

Collection Site Person Is an individual authorized by the Association to collect samples in accordance with this Policy and trained in procedures for such collections. The Association has chosen to follow the highest industry standards for work place collection, testing, and reporting of test results; therefore, the Association procedures will attempt to follow, as a guide only, the federal drug testing procedures.

Drug(s) means a substance considered unlawful under AS 11.71 or under federal law, or the metabolite of the substance.

Drug Program Manager means the individual appointed by the Association to administer the drug and alcohol testing program.

Drug Testing means testing for evidence of the use of a drug.

Evidential Breath Testing Device (EBT) is a device approved by the National Highway Traffic Safety Administration (NHTSA) for the evidential testing of breath, and is placed on NHTSA's "Conforming Products List" (CPL) of evidential breath measurement devices.

Employee Assistance Program (EAP) means a confidential counseling/referral service for employees and their dependents. EAP is designed to provide assistance to employees and their families to deal with personal problems which may affect their productivity, health, or continued employment. All counseling, assessment, and referral services will be provided by qualified, experienced clinicians with special training in short-term counseling and in assessing and treating substance abuse problems (See SAP).

Failing A Drug Test shall mean the test results show positive evidence of the presence of a drug or drug metabolite in an employee's system in amounts that exceed cutoff levels established by this Policy.

Medical Review Officer (MRO) is the licensed physician or doctor of osteopathy who is responsible for reviewing positive laboratory results generated by the Association's testing program.

Prospective Employee means a person who has made application to the Association, whether oral or written, to become an employee.

Random means a scientifically valid method that ensures that all covered employees have an equal chance of being selected.

Rapid Test means a test designed to provide an instant screened test result.

Refusal to submit means failure to cooperate and provide a drug or alcohol sample, after receiving notice of the test in accordance with the Association's Drug and Alcohol Policy.

A refusal will be treated the same as a positive test result. A refusal to test for alcohol occurs when a covered employee fails to provide an adequate breath for testing without a valid medical explanation after receiving notice of the requirement to be tested in accordance with the provisions of Chugach's alcohol misuse prevention plan or engages in conduct that clearly obstructs the testing process.

Sample means urine or breath from the person being tested.

Screening Test or Initial Test means an analytic procedure to determine whether an employee may have a prohibited concentration of drugs or alcohol in a specimen.

Substance Abuse Professional (SAP) means a licensed physician (medical doctor or doctor of osteopathy), or a licensed or certified psychologist, social worker, employee assistance professional, or addiction counselor ("Certified by the National Association of Alcoholism and Drug Abuse Counselors Certification Commission or by the International Certification Reciprocity Consortium/ Alcohol & Other Drug Abuse") with knowledge of and clinical experience in the diagnosis and treatment of alcohol and controlled substance related disorders.

IV. RESPONSIBILITIES

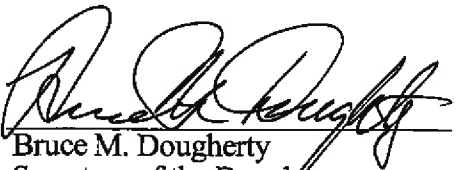
Each manager shall post this Policy in a prominent location readily accessible to all covered employees.

A copy of this Policy will be distributed to each employee.

The Chief Executive Officer shall be responsible for the administration of this Policy.

Date Approved: May 25, 2016

Attested:


Bruce M. Dougherty
Secretary of the Board

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 605

REQUESTS FOR ASSOCIATION INFORMATION

I. OBJECTIVE

Alaska Statute 10.25.235 provides members, and only members, with a right to “at a reasonable time and for a proper purpose, examine and make copies of the books and records of the cooperative at the principal office of the cooperative.”

The objective of this Policy is:

- A. To establish the procedures to be followed in responding to requests for Association information from members of the Association;
- B. To establish the cost of reproduction to be charged;
- C. To provide a procedure for accepting or rejecting requests; and,
- D. To provide a procedure for appealing rejected requests.

II. CONTENT

- A. Requests for current Articles of Incorporation, Bylaws, Board policies, annual reports, and newsletters of the Association shall be provided to the requesting member at no charge and such requests shall not be required to be accompanied by a completed Request for Information Form.
- B. The following information shall be provided to a member pursuant to Article XVII of the Association Bylaws upon completion of a Request for Information Form and payment of the cost of producing the information as provided in Paragraph ~~JK~~ below:
 - 1. Names and mailing addresses of Association members when requested by a candidate running for election to the Association Board;
 - 2. Requests for salary, title, job classification and position description, benefits, leave accrued and cashed-in, and hours worked, but not employee name, for each employee in the Association;
 - 3. Collective bargaining agreements to which the Association is a party;

4. Documents provided in open session of board or committee meetings, including but not limited to, minutes, budget documents, feasibility studies, audits, cost effectiveness studies, and correspondence between the Association and third parties;
 5. Published information which shall include documents provided to any regulatory authority including, but not limited to, the Regulatory Commission of Alaska (RCA), Federal Energy Regulatory Commission (FERC) and Securities and Exchange Commission (SEC) filings.
- C. The Chief Executive Officer or his/her designee will determine whether or not the requested document or publication falls within paragraph II.A. or II.B. above.
- D. All requests for documents or information which do not fall under paragraphs II.A. or II. B. above shall be accompanied by a Request for Information Form which has been completed and signed by the requestor. The completed form shall be submitted to the Chief Executive Officer or his/her designee who shall determine if the request is being made for a proper purpose. For the purposes of this Policy, Article XVII of the Bylaws, and consistent with Alaska Statute 10.25.235, a proper purpose is one that is necessary for the member to protect or carry out his or her membership interest in the Association.
- E. Requests that are determined not to be by a member and for a proper purpose shall be denied. Any denial of a request for information shall be accompanied by an appropriate explanation. Any request that has been denied may be appealed to the Board of Directors and the Board shall make the final decision whether the request is for a proper purpose.
- F. Confidential information shall not be released, except under the circumstances described in Paragraph G below. Confidential information will generally fall into one of the following categories:
1. All information provided to the Board of Directors during executive sessions in accordance with AS 10.25.175, Article V, Section 5 of the Association's Bylaws and Board Policy 201;
 2. Privileged and confidential attorney-client information;
 3. Attorney work product;
 4. Information protected by privacy laws;
 5. Trade secrets, information protected by patent or copyright, or similar information;
 6. Proprietary information that if revealed to competitors or other entities,

would disadvantage the Association;

7. Confidential personnel information;

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8. Information which the Association is contractually required to keep confidential;
9. Information protected by the self-evaluative privilege;
10. Information subject to Securities and Exchange Commission nondisclosure rules, if applicable; or
11. Any other information that is required to be kept confidential under applicable state or federal law.

Any denial of a request for confidential information shall be made by the Chief Executive Officer and shall be accompanied by an explanation of the reasons for the denial. A denial may be appealed to the Board of Directors. The Association shall also seek judicial protection of court-imposed conditions on confidential information if necessary.

G. Potential Release of Confidential Documents Presented to Board. Confidential hard copy or electronically stored documents provided to the Board or to a Board Committee (collectively referred to herein as the "Board") may be released to Association members in accordance with the procedures set forth in this section. Requests that are determined not to be by a member and for a proper purpose shall be denied.

1. Upon completion of a Request for Information Form for a confidential document previously provided to the Board, the request will be forwarded to the General Counsel (or his or her delegate). The General Counsel shall review the confidential document(s) and make a determination decide as to whether they should remain confidential or be made available for release.
2. The General Counsel shall be guided by the following more specific guidelines for confidential documents related to labor negotiations and financial, strategic, and long-term planning, unless application of such guidelines to a particular confidential document would not be in the best interest of the Association:
 - a. Collective bargaining agreements will be released in accordance with Article XVII, Section 1(c) of the Association Bylaws and consistent with the remainder of this policy. Analyses and other information describing (i) a ratified agreement and (ii) all voted on, but rejected provisions, will be released, except that analysis and bargaining strategies prepared or used in connection with collective bargaining negotiations will not be released. Cost benefit analyses provided to the Board in accordance with Board Policy 404, "Approval of

Collective Bargaining Agreements,” on a confidential basis, shall not be released. Cost benefit analyses made available to the public under Board Policy 404 should not be considered confidential information.

b. Documents concerning financial, strategic and long-term planning matters, the immediate disclosure of which would have had an adverse effect on the finances of the Association when originally presented to the Board, will be released after termination of the circumstances that would cause immediate disclosure of the information to have an adverse effect on the finances of the Association.

3. In addition to applying the guidelines provided for in Section II-G,2 of this Policy, the General Counsel shall consult with the author of the document, or anyone else he or she needs to consult, to make his or her initial determination.

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4. The General Counsel shall then prepare a memorandum to the Chief Executive Officer who shall review and either approve or amend the determination.

5. After review by the Chief Executive Officer, the memorandum shall be provided to the Board as confidential information.

6. If no Director objects to the determination included in the memorandum at the Board meeting following presentation of the memorandum to the Board, the documents scheduled for release would then become available to requesting members. If a Director objects to any determination to release or not release a document, that determination would be reconsidered by the Board in executive session and then addressed, if necessary, via motion in open session.

7. If any release of information under this Policy triggers Securities Exchange Commission reporting requirements, if applicable, timely reports will be made.

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H. Except as provided in Article XVII of the Association Bylaws, or in Paragraphs ~~H~~_I and ~~H~~_J below, information contained within a member’s file is confidential and will not be provided to anyone except that individual member or his or her authorized representative upon receipt of proper identification. Information will not be released to law enforcement personnel or other individuals or agencies without a subpoena or search warrant. However, the Association may disclose to law enforcement personnel without a subpoena or search warrant information from member’s files relating to crimes committed against the Association by that member.

~~H~~_I. In order to minimize the risk of abandoned properties freezing up, and

notwithstanding the provisions of Paragraph ~~G~~H above, the Association will transfer billing responsibility to lenders and property management companies having a bona fide interest in property served by the Association in lieu of physical disconnection of service for nonpayment. This transfer will be done under procedures as may be set forth by the Association.

~~I~~J. The Association has the right and the duty to safeguard the disclosure of the Association's membership list. Therefore, the Association's membership list will not be revealed, distributed, or released except to candidates running for election to the Association Board provided the member requesting the membership list certifies that he or she shall use the list only for the Board election. The Association shall also seek judicial protection of court-imposed conditions on the use of the membership list, if necessary.

~~J~~K. There shall be no charge for copies of Association documents provided in hard copy or electronic form except as provided in this subsection. There shall be a charge

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for researching and making copies of documents if the time required to find and copy the documents exceeds two hours. The charge shall be the average hourly compensation rate (salary and benefits) of the employee(s) required to perform the research and copying times the number of hours required to complete the project. An estimate of costs may be requested prior to research and copying. Members may review the documents requested prior to copying to determine what pages they want copied but must still pay the cost of research required to find those documents.

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LK. The Association recognizes that the cost of reproducing voluminous studies and reports may place a financial burden on the resources of many individuals. Therefore, the Association shall, whenever possible, make available at least one copy of major studies and reports that are not confidential to interested members for inspection at the Association's headquarters. Members can review and designate what portion or pages of those reports, if any, they wish copied.

ML. All completed requests for information will be handled as expeditiously as possible, given the operating needs of the Association.

N. Nothing in this policy may be interpreted or construed to imply that non-members have any right to Association information.

III. RESPONSIBILITIES

A. Board of Directors

It shall be the ultimate responsibility of the Board of Directors to ensure that non-confidential information requested for a proper purpose is released to members in accordance with this Policy.

B. Chief Executive Officer

It shall be the responsibility of the Chief Executive Officer to implement this Policy by promptly providing non-confidential documents requested for a proper purpose, and by promptly denying all other requests with an appropriate explanation.

Date Approved: March y-25, 201624

Attested: _____

~~Dougherty~~

Susanne Fleck-Green Bruce-M.

Secretary of the Board

CHUGACH ELECTRIC ASSOCIATION, INC.
REQUEST FOR INFORMATION

To allow it to efficiently comply with Requests for Information, Chugach Electric Association, Inc. requires that you complete and sign this form (except when requesting information included in Paragraph II.A. of Board Policy 605). You will be required to pay for labor required to research and provide copies (exceeding two hours) for requests for information (other than when requesting information included in Paragraph II.A. of Board Policy 605). An estimate of the cost will be provided to you upon request.

For documents that do not fall under Sections II.A. and B. of Board Policy 605 or Article XVII, Section 1 of the Association's Bylaws, you will need to state the purpose for requesting the information. Such requests which do not state a proper purpose will be denied. If your request is denied, you will be provided with an appropriate explanation of the reason for the denial and you can appeal the denial to the Board of Directors of Chugach Electric Association, Inc.

Any use of information provided for purposes other than as stated on this Request for Information form or used in violation of any state, local or federal laws could cause Chugach Electric Association, Inc. to seek legal action against the person(s) who requested and/or misused such information.

NAME: _____ DAYTIME PHONE: _____ DATE: _____
(Print)

ADDRESS: _____

INFORMATION REQUESTED

DOCUMENT

PURPOSE

- 1.
- 2.
- 3.
- 4.
- 5.
- 6.

Do you wish to be informed of estimated production costs before the documents are produced? Yes _____ No _____

Do you want to review the document(s) prior to copying? Yes _____ No _____

Do you represent an organization? Yes _____ No _____

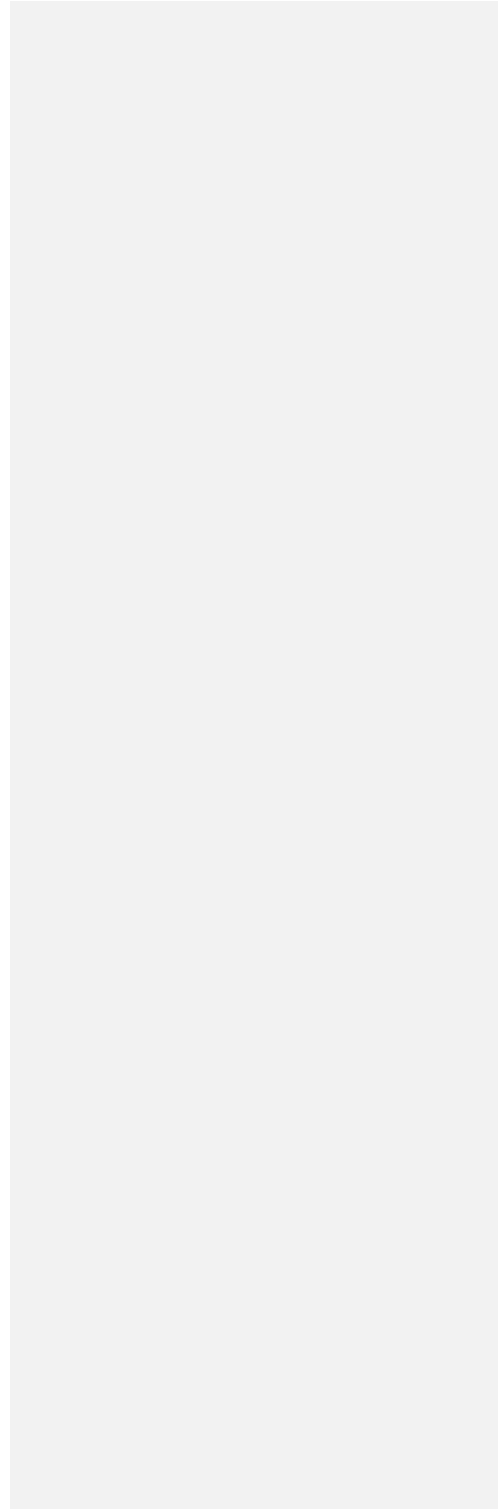
Are you a Chugach Member? Yes _____ No _____

I certify that I will only use the information requested for the purpose(s) stated above. I also certify that I will not sell the information, and that I will only duplicate it for use for the stated purpose. I further agree to indemnify, defend, and hold Chugach harmless against any claims or damages that may result from use of this information for other than the stated purpose.

Signature _____

FOR USE BY CHUGACH ELECTRIC ASSOCIATION, INC.

<u>DATE</u>	<u>BY</u>	<u>ACTION</u>
_____	_____	Request received.
_____	_____	Member status verified. Member since _____.
_____	_____	Denied. No proper purpose stated. (Explain)
_____	_____	Denied. No documents or records in existence.
_____	_____	Production costs estimated and reported to requestor. ESTIMATED COST: \$ _____
_____	_____	Requestor declined to pay costs.
_____	_____	Requestor informed copies ready. ACTUAL COST: \$ _____
_____	_____	Documents delivered. Payment received.



CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 605

REQUESTS FOR ASSOCIATION INFORMATION

I. OBJECTIVE

Alaska Statute 10.25.235 provides members, and only members, with a right to “at a reasonable time and for a proper purpose, examine and make copies of the books and records of the cooperative at the principal office of the cooperative.”

The objective of this Policy is:

- A. To establish the procedures to be followed in responding to requests for Association information from members of the Association;
- B. To establish the cost of reproduction to be charged;
- C. To provide a procedure for accepting or rejecting requests; and,
- D. To provide a procedure for appealing rejected requests.

II. CONTENT

- A. Requests for current Articles of Incorporation, Bylaws, Board policies, annual reports, and newsletters of the Association shall be provided to the requesting member at no charge and such requests shall not be required to be accompanied by a completed Request for Information Form.
- B. The following information shall be provided to a member pursuant to Article XVII of the Association Bylaws upon completion of a Request for Information Form and payment of the cost of producing the information as provided in Paragraph K. below:
 - 1. Names and mailing addresses of Association members when requested by a candidate running for election to the Association Board;
 - 2. Requests for salary, title, job classification and position description, benefits, leave accrued and cashed-in, and hours worked, but not employee name, for each employee in the Association;
 - 3. Collective bargaining agreements to which the Association is a party;
 - 4. Documents provided in open session of board or committee meetings,

including but not limited to, minutes, budget documents, feasibility studies, audits, cost effectiveness studies, and correspondence between the Association and third parties;

5. Published information which shall include documents provided to any regulatory authority including, but not limited to, the Regulatory Commission of Alaska (RCA), Federal Energy Regulatory Commission (FERC) and Securities and Exchange Commission (SEC) filings.
- C. The Chief Executive Officer or his/her designee will determine whether or not the requested document or publication falls within paragraph II.A. or II.B. above.
 - D. All requests for documents or information which do not fall under paragraphs II.A. or II. B. above shall be accompanied by a Request for Information Form which has been completed and signed by the requestor. The completed form shall be submitted to the Chief Executive Officer or his/her designee who shall determine if the request is being made for a proper purpose. For the purposes of this Policy, Article XVII of the Bylaws, and consistent with Alaska Statute 10.25.235, a proper purpose is one that is necessary for the member to protect or carry out his or her membership interest in the Association.
 - E. Requests that are determined not to be by a member and for a proper purpose shall be denied. Any denial of a request for information shall be accompanied by an appropriate explanation. Any request that has been denied may be appealed to the Board of Directors and the Board shall make the final decision whether the request is for a proper purpose.
 - F. Confidential information shall not be released, except under the circumstances described in Paragraph G below. Confidential information will generally fall into one of the following categories:
 1. All information provided to the Board of Directors during executive sessions in accordance with AS 10.25.175, Article V, Section 5 of the Association's Bylaws and Board Policy 201;
 2. Privileged and confidential attorney-client information;
 3. Attorney work product;
 4. Information protected by privacy laws;
 5. Trade secrets, information protected by patent or copyright, or similar information;
 6. Proprietary information that if revealed to competitors or other entities, would disadvantage the Association;

7. Confidential personnel information;
8. Information which the Association is contractually required to keep confidential;
9. Information protected by the self-evaluative privilege;
10. Information subject to Securities and Exchange Commission nondisclosure rules, if applicable; or
11. Any other information that is required to be kept confidential under applicable state or federal law.

Any denial of a request for confidential information shall be made by the Chief Executive Officer and shall be accompanied by an explanation of the reasons for the denial. A denial may be appealed to the Board of Directors. The Association shall also seek judicial protection of court-imposed conditions on confidential information if necessary.

G. Potential Release of Confidential Documents Presented to Board. Confidential hard copy or electronically stored documents provided to the Board or to a Board Committee (collectively referred to herein as the “Board”) may be released to Association members in accordance with the procedures set forth in this section. Requests that are determined not to be by a member and for a proper purpose shall be denied.

1. Upon completion of a Request for Information Form for a confidential document previously provided to the Board, the request will be forwarded to the General Counsel (or his or her delegate). The General Counsel shall review the confidential document(s) and decide whether they should remain confidential or be made available for release.
2. The General Counsel shall be guided by the following more specific guidelines for confidential documents related to labor negotiations and financial, strategic, and long-term planning, unless application of such guidelines to a particular confidential document would not be in the best interest of the Association:
 - a. Collective bargaining agreements will be released in accordance with Article XVII, Section 1(c) of the Association Bylaws and consistent with the remainder of this policy. Analyses and other information describing (i) a ratified agreement and (ii) all voted on, but rejected provisions, will be released, except that analysis and bargaining strategies prepared or used in connection with collective bargaining negotiations will not be released. Cost benefit analyses provided to

the Board in accordance with Board Policy 404, "Approval of Collective Bargaining Agreements," on a confidential basis, shall not be released. Cost benefit analyses made available to the public under Board Policy 404 should not be considered confidential information.

- b. Documents concerning financial, strategic and long-term planning matters, the immediate disclosure of which would have had an adverse effect on the finances of the Association when originally presented to the Board, will be released after termination of the circumstances that would cause immediate disclosure of the information to have an adverse effect on the finances of the Association.
 3. In addition to applying the guidelines provided for in Section II-G.2 of this Policy, the General Counsel shall consult with the author of the document, or anyone else he or she needs to consult, to make his or her initial determination.
 4. The General Counsel shall then prepare a memorandum to the Chief Executive Officer who shall review and either approve or amend the determination.
 5. After review by the Chief Executive Officer, the memorandum shall be provided to the Board as confidential information.
 6. If no Director objects to the determination included in the memorandum at the Board meeting following presentation of the memorandum to the Board, the documents scheduled for release would then become available to requesting members. If a Director objects to any determination to release or not release a document, that determination would be reconsidered by the Board in executive session and then addressed, if necessary, via motion in open session.
 7. If any release of information under this Policy triggers Securities Exchange Commission reporting requirements, if applicable, timely reports will be made.
- H. Except as provided in Article XVII of the Association Bylaws, or in Paragraphs I and J below, information contained within a member's file is confidential and will not be provided to anyone except that individual member or his or her authorized representative upon receipt of proper identification. Information will not be released to law enforcement personnel or other individuals or agencies without a subpoena or search warrant. However, the Association may disclose to law enforcement personnel without a subpoena or search warrant information from member's files relating to crimes committed against the Association by that member.

- I. In order to minimize the risk of abandoned properties freezing up, and notwithstanding the provisions of Paragraph H above, the Association will transfer billing responsibility to lenders and property management companies having a bona fide interest in property served by the Association in lieu of physical disconnection of service for nonpayment. This transfer will be done under procedures as may be set forth by the Association.
- J. The Association has the right and the duty to safeguard the disclosure of the Association's membership list. Therefore, the Association's membership list will not be revealed, distributed, or released except to candidates running for election to the Association Board provided the member requesting the membership list certifies that he or she shall use the list only for the Board election. The Association shall also seek judicial protection of court-imposed conditions on the use of the membership list, if necessary.
- K. There shall be no charge for copies of Association documents provided in hard copy or electronic form except as provided in this subsection. There shall be a charge for researching and making copies of documents if the time required to find and copy the documents exceeds two hours. The charge shall be the average hourly compensation rate (salary and benefits) of the employee(s) required to perform the research and copying times the number of hours required to complete the project. An estimate of costs may be requested prior to research and copying. Members may review the documents requested prior to copying to determine what pages they want copied but must still pay the cost of research required to find those documents.
- L. The Association recognizes that the cost of reproducing voluminous studies and reports may place a financial burden on the resources of many individuals. Therefore, the Association shall, whenever possible, make available at least one copy of major studies and reports that are not confidential to interested members for inspection at the Association's headquarters. Members can review and designate what portion or pages of those reports, if any, they wish copied.
- M. All completed requests for information will be handled as expeditiously as possible, given the operating needs of the Association.
- N. Nothing in this policy may be interpreted or construed to imply that non-members have any right to Association information.

III. RESPONSIBILITIES

A. Board of Directors

It shall be the ultimate responsibility of the Board of Directors to ensure that non-confidential information requested for a proper purpose is released to members in accordance with this Policy.

B. Chief Executive Officer

It shall be the responsibility of the Chief Executive Officer to implement this Policy by promptly providing non-confidential documents requested for a proper purpose, and by promptly denying all other requests with an appropriate explanation.

Date Approved: March __, 2024

Attested: _____
Susanne Fleek-Green
Secretary of the Board

CHUGACH ELECTRIC ASSOCIATION, INC.
REQUEST FOR INFORMATION

To allow it to efficiently comply with Requests for Information, Chugach Electric Association, Inc. requires that you complete and sign this form (except when requesting information included in Paragraph II.A. of Board Policy 605). You will be required to pay for labor required to research and provide copies (exceeding two hours) for requests for information (other than when requesting information included in Paragraph II.A. of Board Policy 605). An estimate of the cost will be provided to you upon request.

For documents that do not fall under Sections II.A. and B. of Board Policy 605 or Article XVII, Section 1 of the Association's Bylaws, you will need to state the purpose for requesting the information. Such requests which do not state a proper purpose will be denied. If your request is denied, you will be provided with an appropriate explanation of the reason for the denial and you can appeal the denial to the Board of Directors of Chugach Electric Association, Inc.

Any use of information provided for purposes other than as stated on this Request for Information form or used in violation of any state, local or federal laws could cause Chugach Electric Association, Inc. to seek legal action against the person(s) who requested and/or misused such information.

NAME: _____ DAYTIME PHONE: _____ DATE: _____
(Print)

ADDRESS: _____

INFORMATION REQUESTED

DOCUMENT

PURPOSE

- 1.
- 2.
- 3.
- 4.
- 5.
- 6.

Do you wish to be informed of estimated production costs before the documents are produced? Yes _____ No _____

Do you want to review the document(s) prior to copying? Yes _____ No _____

Do you represent an organization? Yes _____ No _____

Are you a Chugach Member? Yes _____ No _____

I certify that I will only use the information requested for the purpose(s) stated above. I also certify that I will not sell the information, and that I will only duplicate it for use for the stated purpose. I further agree to indemnify, defend, and hold Chugach harmless against any claims or damages that may result from use of this information for other than the stated purpose.

Signature _____

FOR USE BY CHUGACH ELECTRIC ASSOCIATION, INC.

<u>DATE</u>	<u>BY</u>	<u>ACTION</u>
_____	_____	Request received.
_____	_____	Member status verified. Member since _____.
_____	_____	Denied. No proper purpose stated. (Explain)
_____	_____	Denied. No documents or records in existence.
_____	_____	Production costs estimated and reported to requestor. ESTIMATED COST: \$ _____
_____	_____	Requestor declined to pay costs.
_____	_____	Requestor informed copies ready. ACTUAL COST: \$ _____
_____	_____	Documents delivered. Payment received.