

c/o Matanuska Electric Association, Inc.

Post Office Box 2929

Palmer, Alaska 99645

(907) 761-9212

MINUTES OF THE BOARD OF DIRECTORS MEETING

April 13, 2012 Frontier Building, JAA Room Anchorage, Alaska

CALL TO ORDER

10:12 a.m. (Chairman Reiser)

ROLL CALL

MEMBERS PRESENT

Janet Reiser and Brad Evans (Chugach); Rick Schikora (GVEA); Joe Griffith

(MEA)

TELEPHONICALLY

PRESENT

John Foutz (City of Seward); Janet Kincaid (MEA); Brad Janorschke (Homer),

Tom Delong (GVEA), Kirk Gibson; Tom Lovas (Consultant)

OTHERS PRESENT

Jim Strandberg and Kirk Warren (AEA); Mark Johnson, Phil Steyer and Harry Crawford (Chugach); Jim Posey (ML&P); Cheryll Heinze, Lois Lester, Kit Jones, Cheryll Heinze, Kevin Brown and Suzie Deuser (MEA); Dave Burlingame, Steve

Haagenson and Bryan Carey(Consultants)

SAFETY MOMENT

Mr. Griffith cautioned those present to have plenty of washer fluid for your

windshields and watch out for moose, bicycles and motorcycles.

ACCEPTANCE OF AGENDA – (Evans/Griffith) Motion to move item VI(E) Status of Energy Legislative Matters and item VI(G) Legal Review of Incorporation of IMC, RRC, IOC and RUG under ARCTEC to executive session before item VII New Business. Hearing no objection, motion CARRIED.

APPROVAL OF MINUTES - March 1, 2012 - (Evans/Griffith) Motion to approve March 1, 2012, minutes. CARRIED.

REPORTS

A. Chairman's Report (Reiser)

· Studied and familiarized with ARCTEC projects.

B. CEO's Activity Report (Griffith)

- Communicated with legislators and staff.
- Participated in numerous Watana project sessions.

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C. Financial Update (Griffith)

- Handout dated March 31, 2012
- Expenditures \$24,924
- Received \$12.500 for the general fund from AREA/ML&P
- Remaining balance \$28,000

D. Status of FY 2012 Capital Projects (Haagenson)

- Power Pointe presentation
- All ARCTEC projects are moving forward.
- Tower 195 repairs completed.

E. AEA Update (Strandberg)

- Focusing on accomplishing a draft Railbelt plan in 2012.
- Mr. Warren has grant responsibility for all ARCTEC projects.
- Good plan in progress for integrating the Watana project and upgrading the Railbelt transmission system.

EXECUTIVE SESSION - (Griffith/Evans) Motion to go into executive session at 10:50 a.m. CARRIED

UNFINISHED BUSINESS - (Reiser) Meeting was called back to order at 11:15 p.m.

A. ARCTEC Business Model Discussion (Haagenson)

- · Updated handout provided at meeting.
- (Evans) Encouraged member to develop a business plan to become committed to ARCTEC as regional G&T and not just an advocacy group. Requiring each member not to become territorial with its assets.
- (Reiser) Suggested each member consult with their individual Board of Directors on commitment level.
- (Griffith) Reminded members of the technical issues such as financial arrangements and laws of disbursement of assets for cooperatives.
- (Evans) Optimistic that opportunities for G&T possibilities still exist for projects too big for an individual utility.

DISCUSSION ITEMS

A. Incorporation of IMC, RRC, IOC, and RUG under ARCTEC

• (Reiser) Added this as a committee assignment.

B. Lorraine Transmission Build-Around Project

(Evans) Encouraged coordinating with AEA.

C. Watana Shares Allocation, Dispatch, Sizing and Operating Agreement

- (Reiser) Added this as a committee assignment.
- D. Unlocking Bradley Lake and Intertie 230KV Conversion Next Steps

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- (Strandberg) Declared a robust backbone connection between Bradley Lake and Watana may be the key in making the Watana project successful.
- (Schikora) Suggested a goal of getting included in 2013 Governor's budget.

E. Committee Assignments

• (Reiser) To provide committee assignments to the recording secretary.

DISCUSSION ITEMS

A. Member Coordination Sheet

• (Griffith) To be provided for the Board at a future meeting.

B. Discussion Items

• (Griffith) Suggested going paperless by converting meeting document to IPADS.

NEXT MEETING: Call of the Chair.

ADJOURNMENT: 12:26 p.m.