

c/o Matanuska Electric Association, Inc. Post Office Box 2929

Palmer, Alaska 99645

MINUTES OF THE BOARD OF DIRECTORS MEETING May, 18 2012 Frontier Building, JAA Room Anchorage, Alaska

CALL TO ORDER

10:02 a.m. (Chairman Reiser)

ROLL CALL

MEMBERS PRESENT

Brian Newton (GVEA); Bradley Evans and Janet Reiser (Chugach); Joe Griffith and Janet Kincaid (MEA); Brad Janorschke and Dick Waisanen

(Homer Electric)

TELEPHONICALLY

PRESENT

Rick Schikora (GVEA)

OTHERS PRESENT

Mark Johnson (Counsel); Sara Fisher-Goad and Jim Strandberg (AEA); David Glines, Kevin Brown and Suzie Deuser (MEA); Brian Bjorkquist (Department of

Law); Lee Thibert (Chugach): Steve Haagenson (ARCTEC Consultant)

SAFETY MOMENT

Mr. Griffith advised attendees the summer sun creates a safety hazard;

therefore, wear sunglass and clean windshield.

ACCEPTANCE OF AGENDA (Kincaid/Waisanen): motion to accept agenda. CARRIED.

APPROVAL OF MINUTES -- April 13, 2012 (Kincaid/Evans): motion to accept April 13, 2012, minutes. CARRIED.

REPORTS

A. Chairman's Report (Reiser)

- Committees are doing lots of work. To join a committee, please contact Ms. Reiser.
- Schedule to be prepared for a year.

B. President's Activity Report (Griffith)

- Spent several hours with the Watana Technical Committee discussing legislative requests.
- Met with EPS regarding studies underway.
- · Met with Mr. Strandberg regarding studies and projects in progress.

C. Financial Update (Griffith)

- A financial report handout was provided.
- Total expenditures \$38,681 since conception.

ARCTEC Board Meeting May 18, 2012 Page 2

Principal expenses are consultant and office lease.

D. Watana Technical Committee Update

- (Reiser) Brad Evans will be the chair for the committee.
- (Griffith) Will draft a letter to FERC supporting Watana for Ms. Reiser's signature.
- Meeting will be scheduled to draft a Precedent Agreement to bring before the Board for review.
- (Evans) Precedent Agreement will not be finalized until cost, regulation constraints and unit size are determined.
- (Strandberg) Provided update on transmission planning.

E. CEO Search Committee Update

• (Evans) Distributed draft job description to review for future consideration.

F. ARCTEC Business Committee Update

- · Schikora will chair committee.
- Draft Business Plan was distributed.
- Next Business Committee meeting at 10:00 a.m. Friday, May 25, in the JAA room.

G. AEA Comments

- (Fisher-Goad) AEA will ask for additional funds for the Watana project in the FY2014 budget.
- (Fisher-Goad) Goal is to provide as much good information on projects as possible.
- (Fisher-Goad) It makes sense for AEA to request the budget funds on assets AEA owns.

H. Project Update

- (Evans) Problems getting final permits because of established trails in the ROW.
- (Strandberg) Asks Mr. Evans to have Ed call and update AEA on challenges with permits.
- (Griffith) A report from Kirk Gibson to be discussed at next meeting.

UNFINISHED BUSINESS

A. FY2014 Legislative Requests

- (Griffith) FY 2014 requests are Battle Creek Diversion, LNG Storage and Terminal Preliminary Design/Preliminary Engineering, Conversion of the Alaska Intertie to 230kV, and to unconstrain Bradley Lake Hydroelectric project.
- (Evans) Suggests an expert study the proposed southern Intertie crossing from Point Possession to mainland.
- (Strandberg) Believes Dave Burlingame (EPS) is consulting with an expert on crossing Turnagain Arm at Point Possession.
- (Fisher-Goad) AEA wants any state grants to be awarded to the asset owner.
- (Schikora) ARCTEC has been designed to be the recipient of the grants. Requests AEA help ARCTEC to attain that goal.
- (Evans) The fuel solution might be as simple as expanding the storage unit or a bigger ship. ARCTEC is asking for a plan to be in place to mitigate a fuel shortage emergency.
- (Fisher-Goad) Last year ARCTEC served as an advocacy group. Until ARCTEC is the owner of the asset, ARCTEC can't be anything other than an advocacy group.
- (Evans) ARCTEC is a young organization and needs to be allowed time to mature.

ARCTEC Board Meeting May 18, 2012 Page 3

NEW BUSINESS

B. Precedent Agreement

- Discussion ARCTEC or individual utility as the signer of the precedent agreement.
- (Evans) Suggests it is in the interest of AEA to deal with one organization.
- (Strandberg) ARCTEC knowing the business structure is a key part of upgrading the transmission backbone.
- (Reiser) Place on the agenda in two months reach agreement on ARCTEC or individual utilities signing the precedent agreement.

DISCUSSION ITEMS

No discussion items were heard.

NEXT MEETING:

 Suggested meeting dates are second Friday of the month, and alternates are to be sent if member is unable to attend.

ADJOURNMENT: 11:33 a.m.