

**CORDOVA ELECTRIC COOPERATIVE
REGULAR BOARD MEETING
JANUARY 25, 2023
MINUTES**

1. CALL TO ORDER

Chair *Joe Cook* called the Regular Meeting of the Board of Directors of Cordova Electric Cooperative to order at 6:00 PM on January 25, 2023.

2. ROLL CALL

Present for roll call were Chair *Cook* and Directors *Scott Pegau, Steve Ranney, Stephen Phillips, Andrew Smallwood, and Jeremy Botz*. A quorum was present. *Rob Campbell* joined the meeting at 6:03 PM. Also present was CEO, *Clay Koplín*, Manager of Administration and Finance, *Emma Merritt*, Technology Manager, *Trever Kudrna*, and Executive Assistant/HR Coordinator, *Leif Stavig*.

3. MEMBERSHIP PARTICIPATION

4. APPROVAL OF AGENDA

M/*Smallwood S/Ranney* to approve the agenda.

M/*Pegau* to add an agenda item at item 8d for "Rate Change." There was no objection.

Roll Call Vote: *Cook*-yes, *Ranney*-yes, *Phillips*-yes, *Campbell*-yes, *Smallwood*-yes, *Botz*-yes, *Pegau*-yes. Motion passed.

5. CONSENT AGENDA

- a. Approve New Members 10/1/22 – 12/31/22
- b. Minutes of November 14, 2022 Regular Meeting
- c. Minutes of December 14, 2022 Special Meeting
- d. Minutes of December 28, 2022 Regular Meeting

M/*Phillips S/Ranney* to approve the consent agenda. Roll Call Vote: *Ranney*-yes, *Phillips*-yes, *Campbell*-yes, *Smallwood*-yes, *Botz*-yes, *Pegau*-yes, *Cook*-yes. Motion passed.

6. DISCLOSURES OF CONFLICTS OF INTEREST AND EX PARTE COMMUNICATIONS

7. MANAGEMENT REPORTS

a. REDSEA Update from Rob Hovsapián, National Renewable Energy Laboratory
Hovsapián gave a presentation on the REDSEA project.

b. CEO Report

Koplín delivered his CEO report.

c. Financial Reports

Merritt delivered the financial reports.

8. NEW BUSINESS

a. Resolution 23-01 – Estate Retirements

M/*Phillips S/Ranney* to approve Resolution 23-01. Roll Call Vote: *Phillips*-yes, *Campbell*-yes, *Smallwood*-yes, *Botz*-yes, *Pegau*-yes, *Cook*-yes, *Ranney*-yes. Resolution passed.

b. Election Committee Appointment

M/*Ranney* S/*Phillips* to appoint Ann Schultz, Ruth Steele, Marleen Moffitt, and Rebecca Dodge to the 2023 Election Committee. Roll Call Vote: *Campbell*-yes, *Smallwood*-yes, *Botz*-yes, *Pegau*-yes, *Cook*-yes, *Ranney*-yes, *Phillips*-yes. Motion passed.

c. Approve Policy 433 – Exempt Employee Practices

M/*Botz* S/*Phillips* to approve Policy 433. After discussion, there was consensus it would go to the attorney for review.

d. Rate Change

M/*Phillips* S/*Ranney* to direct staff to start to initiate a 4% across the board rate increase. Roll Call Vote: *Smallwood*-yes, *Botz*-yes, *Pegau*-yes, *Cook*-yes, *Ranney*-yes, *Phillips*-yes, *Campbell*-yes. Motion passed.

9. UNFINISHED BUSINESS

a. Board Self-Evaluation – Review for 4th Quarter

The board reviewed the self-evaluation.

10. INFORMATION ITEMS

- a. Strategic Plan**
- b. Nominations from Nominating Committee**
- c. Board Directors, Officers, and Committees**
- d. Board Attendance at Regular Meetings**

11. OTHER ITEMS

- a. Policy Review (Policies on OneDrive)**
 - **Policy 117 – Changes in Tariff Rates, Rules, and Regulations**
 - **Policy 119 – Functions of the Nominating Committee**

The board agreed to modify Policy 117.

12. EXECUTIVE SESSION

a. Headquarters Planning – Reason #1 Financial

M/*Phillips* S/*Ranney* to go into executive session to discuss headquarters planning, the immediate knowledge of which would clearly have an adverse effect on the cooperative. Roll Call Vote: *Botz*-yes, *Pegau*-yes, *Cook*-yes, *Ranney*-yes, *Phillips*-yes, *Campbell*-yes, *Smallwood*-yes. Motion passed. The board went into executive session at 8:05 PM and exited at 8:49 PM. No action was taken in executive session.

M/*Smallwood* S/*Botz* to authorize staff to finalize lease with the Science Center. Roll Call Vote: *Pegau*-abstain, *Cook*-yes, *Ranney*-no, *Phillips*-yes, *Campbell*-abstain, *Smallwood*-yes, *Botz*-yes. Motion passed 4-1.

M/*Ranney* S/*Pegau* to accept the offer from the Native Village of Eyak for the sale of the HQ building. Roll Call Vote: *Cook*-yes, *Ranney*-yes, *Phillips*-yes, *Campbell*-no, *Smallwood*-yes, *Botz*-no, *Pegau*-yes. Motion passed 5-2.

13. PENDING AGENDA

a. Board Pending Events Calendar

14. SUMMARY OF BOARD DIRECTION TO CEO

- Legal review of Policy 433
- Revisions to Policy 117
- Finalize lease to the Science Center

15. BOARD COMMENTS

Phillips said it was a good meeting and he is not too sure how he feels about the last two decision, but they will see how it plays out. He likes the way the reporting on capital projects is.

Botz said he was glad they took action on moving to the Science Center. He hasn't been in on all the discussions about the sale of the building, but he would have liked to have seen other offers in comparison.

Raney thanked staff for meeting with him about the budget and philosophical questions. The budget is a work of art.

Pegau said the relief of making decisions was overwhelming. He was disappointed that they didn't get to vote on the REDSEA changes.

Smallwood thanked staff for the budget

Cook said he was going to Juneau for the APA Legislative Conference. He wanted to see what the glaciers looked like at Power Creek for future hydro.

16. ADJOURNMENT

M/*Phillips* to adjourn. Meeting adjourned at 9:02 PM.

2/22/23

Date Approved

Secretary/Treasurer

