

Southeast Alaska Power Agency Annual Meeting Minutes

Location: Held Electronically¹

Date: January 26, 2023

Time: 1:00 p.m. AKST

Agenda Items

1) Call to Order

A. Roll Call.

Chairperson Sivertsen called the annual meeting to order at 1:00 p.m. AKST on January 26, 2023. The following directors and alternates were present, thus establishing a quorum of the board:

Directors	Present Electronically (E) In Person (IP)	Alternates	Present Electronically (E) In Person (IP)	Representing	Community
Bob Sivertsen	E	Andy Donato	E	Swan Lake	Ketchikan
Abby Bradberry	E	Delilah Walsh	E	Swan Lake	Ketchikan
Janalee Gage	E	Jeremy Bynum	E	Swan Lake	Ketchikan
Jeff Good	E	Mark Walker	E	Tyee Lake	Wrangell
Bob Lynn	E	Karl Hagerman	E	Tyee Lake	Petersburg

The following SEAPA staff and counsel were present for all or part of the meeting:

Staff	Present Electronically (E) In Person (IP)	Staff/Counsel	Present Electronically (E) In Person (IP)
Robert Siedman, Acting CEO	E	Marcy Hornecker, Admin. Asst.	E
Clay Hammer, Operations Mgr.		Sharon Thompson, EA/CA	E
Ed Schofield, Power Sys. Sp.	E	Joel Paisner, SEAPA Counsel	E
Kay Key, Controller	E		

B. Communications/Lay on the Table Items: None

C. Disclosure of Conflicts of Interest: None

2) Approval of the Agenda

Chairperson Sivertsen requested a motion to approve the Agenda.

➤ Motion	M/S (Bradberry/Lynn) to approve the Agenda. The motion was approved unanimously by polled vote.	✓ Action 23- 1016
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3) Introduction of Board Members

The Chair requested board members to introduce themselves. Board members exchanged brief introductions.

¹ The meeting was held electronically via Zoom.



4) Election of Officers

Chairperson Sivertsen announced that a motion with a second is not required for officer elections and opened the meeting to hear nominations for the respective officer positions.

A. *Chairperson* - Ms. Bradberry nominated Jeremy Bynum. The Chair polled the board for any other nominations. Mr. Bynum nominated Bob Sivertsen.

With no further nominations heard, Chairperson Sivertsen closed nominations. The nominees voiced their history with the organization, and/or objectives/goals for the position if elected. Mr. Paisner recommended SEAPA's Clerk proceed with the vote.

The Clerk polled each voting director for their choice of Chair. Mr. Sivertsen was elected to serve as Chairperson with four votes in his favor. One director voted in favor of Mr. Bynum.

B. *Vice Chairperson* - Mr. Bynum nominated Jeff Good.

With no further nominations heard, the Chair requested the Clerk to poll voting directors for the election of Mr. Good to serve as Vice Chairperson. All voting directors voted affirmatively to elect Jeff Good as Vice Chairperson.

C. *Secretary-Treasurer* - Mr. Lynn nominated Abby Bradberry.

With no further nominations heard, the Chair requested the Clerk to poll voting directors for the election of Ms. Bradberry to serve as Secretary-Treasurer. All voting directors voted affirmatively to elect Ms. Bradberry as Secretary-Treasurer.

5) **Persons to be Heard:** None.

6) Introduction to SEAPA

SEAPA's Counsel, Joel Paisner, presented a very thorough Power Point presentation highlighting SEAPA's history, key Agency agreements, elements of the Agency, and board member roles. Mr. Siedman announced that the SEAPA 101 Presentation and SEAPA's founding documents are available on SEAPA's website.

7) Review and Approve Minutes

The Chair requested a motion to approve the minutes of December 8, 2022.

Motion	M/S (Lynn/Bradberry) to approve the Minutes of the regular meeting of December 8, 2022. The motion was approved unanimously by polled vote.	✓ Action 23-1017
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8) New Business

A. *Executive Session Re SEAPA CEO Discussions*

Motion	M/S (Lynn/Bradberry) to recess into Executive Session to be conducted pursuant to SEAPA's Bylaws and Alaska Statute 44.62.310 for discussions related to a subject that could prejudice the reputation and character of any person, provided that the persons may request a public discussion. The motion was approved unanimously by polled vote.	✓ Action 23-1018
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The meeting recessed at 1:47 p.m. for the executive session, and resumed at 3:37 p.m. into regular session.



The Chair requested a roll call. All board members who were present at the beginning of the meeting were present following the executive session, with the exception of Mr. Bynum.

The Chair announced that in an effort to conduct due diligence with regard to the Agency's CEO position, SEAPA's counsel and staff would provide the board with documents to review relative to the CEO position, and follow up with a special board meeting to discuss the CEO position and make recommendations for the direction the Agency will proceed in for its selection of a CEO.

B. Reserved for any Action following Executive Session

No action.

C. Discussion Re Roadless Rule

Mr. Paisner provided an update on the current status of the Roadless Rule and announced that a group made up of utilities in Southeast Alaska requested SEAPA's participation to join them as intervenors in a lawsuit the State of Alaska is anticipated to file challenging the Roadless Rule. The cost to SEAPA to defray some of the legal expenses is \$10,000. The Chair requested a motion to allocate SEAPA funds to participate in the challenge to the Roadless Rule.

> Motion	M/S (Lynn/Good) to authorize the Southeast Alaska Power Agency to allocate \$10,000 to participate with other Southeast Alaska Utilities in challenging the re-enactment of the Roadless Rule. The motion was approved unanimously by polled vote.	✓ Action 23- 1019
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D. Discussion Re SEAPA Policy Handbook Update

Mr. Siedman advised that SEAPA's Policy Handbook was last updated eight years ago and explained reasons for the board to consider an update. The Chair requested a show of four hands for SEAPA staff to move forward with reviewing the policies and updating them. Four hands confirmed the review and update. An updated draft will be provided to the board for review during a March meeting.

E. Consideration of Resolution #2023-090 Re FNBA Signature Authorities

> Motion	M/S (Lynn/Gage) to approve SEAPA Resolution No. 2023-090 Approving Signatories to SEAPA's First National Bank Alaska (FNBA) Investment Management Account as presented in SEAPA's January 26, 2023 board packet. The motion was approved unanimously by polled vote.	✓ Action 23- 1020
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9. Next Meeting Dates

Mr. Siedman suggested the board consider November 30th for SEAPA's fourth quarter regular meeting instead of December 14, 2023, due to numerous events already scheduled for the month of December. There were no objections to the suggested change in the meeting date.

10. Director Comments

Directors exchanged various comments.

11. Adjourn

> Motion	M/S (Gage/Lynn) to adjourn the meeting. After hearing no objections, the Chair declared the meeting adjourned.	✓ Action 23- 1021
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The meeting adjourned at 4:02 p.m.

