



Interior Gas Utility

Board of Directors Board Meeting

April 4, 2017

4:00PM

100 Cushman Street, Ste. 501, Fairbanks, Alaska

Minutes

A Meeting of the Board of Directors of the Interior Gas Utility was held Tuesday, April 4, 2017, at the IGU, Fairbanks, Alaska. IGU Board Chairman, Mike Meeks, presiding.

Others in attendance were: Jomo Stewart (IGU General Manager), Zane Wilson (IGU Attorney - telephonic), David Prusak (Stantec), Robin Brena (Attorney - telephonic), Brown Thornton (Stantec – telephonic) Bob Shefchik, Dan Britton and Ted Johnson.

I. Call to Order

- Roll call

Board Members Present:

Mike Meeks	Chair
Jack Wilbur	Vice-Chair
Frank Abegg	
Bill Butler	
Steve Haagenson	
Aaron Lojewski	arrived 4:02 PM
Pamela Throop -	excused

- Approval of Agenda and Consent Agenda

Director Haagenson moved to adopt the Agenda and the Consent Agenda items, Director Abegg seconded. The Agenda and the Consent Agenda items were adopted.

- Public Comment – *limited to three minutes*
None given

II. Unfinished Business

- Review of updated Policies
 - Director Wilbur moved to adopt the Policies 1 through 4 as amended, seconded by Director Butler. After discussion, the Board voted:

Meeks	yea
Wilbur	yea
Abegg	yea
Butler	yea
Haagenson	yea
Lojewski	yea

Motion carried 6 – 0

- Resolution 2017-03
 - A Resolution accepting amended Policy on IGU Ethics & Conflict of Interest*
 - Director Wilbur moved to approve the Resolution, seconded by Director Butler.
 - Motion by Director Abegg was made to amend Policy No. 05 to delete III A., Motion was seconded by Director Butler and Policy 5 was so amended with unanimous consent.
 - After closing of the discussion, the vote to support the Resolution, and approve Policy 5 as amended, was as follows:

Meeks	yea
Wilbur	yea
Abegg	yea
Butler	yea
Haagenson	yea
Lojewski	yea

Resolution approved 6 – 0.

- Integration
 - Jomo Stewart updated the Board regarding Utility Integration activities, noting that the activities upon which the Board had been briefed at its March 21 Work Session were ongoing and highlighting discussions that Mark Premo and Dan Britton have been having about the integration. Additional information is still being shared between the parties. IGU review of MOU-related transaction documents is nearing completion and a redline response is also near completion. The documents are on track to be returned to AIDEA by close of week, with face to face discussions to occur, based on AIDEA personnel availability, next week.
- Interior Energy Project Update
 - DD and Integration, MOU and GSA are the three main fronts.
 - DD and UIP are progressing.

- AIDEA has also extended MOU deadline. MOU-related documents are being reviewed, with plans to send to AIDEA this week and scheduling of face to face meeting to begin tomorrow. On track to hit the April 30 deadline outlined in the revised timeline.
- Work to secure appropriate gas supply continues – staff directed to engage major basin producer but also to explore import and alternative options.
- Stewart talked about his visit to Juneau last week, giving testimony to a Senate Resource Committee. Expressed disappointment in the visit as some legislators may not support efforts to preserve the financing authorized or promised for the project moving forward.

Director Haagenson moved to enter into Executive Session. Director Abegg seconded and without objection the Board moved into Executive Session at 4:31 PM.

Move to go into executive session to discuss matters that if discussed in public would violate IGU's non-disclosure agreements and/or matters involving ongoing negotiations which if immediately known would clearly have an adverse effect on IGU finances. This includes negotiation of contracts for natural gas supply, Purchase Sales Agreement and IGU/FNG Integration. Included besides the Board are Jomo Stewart, David Prusak, Robin Brena, Brown Thornton, Bob Shefchik and Zane Wilson.

Director Butler moved to leave the Executive Session and continue the Board meeting, Director Lojewski seconded at 5:48 PM. Without objection, the board so moved.

III. Reports

- General Manager
 - Provided update on submitted report.
- Stantec Consulting Services, Inc.
- Monthly Status Reports

IV. Other Business

- Next Agenda
 - IEP Update
 - Schedule Update
 - GSA options
 - Executive Session Reserved
 - Special Business Meeting
 1. Resolution Ratifying the Amended and Restated Loan Agreement Dated April 2, 2015
 2. Resolution to Approve the Purchase Sales Agreement with AIDEA for Pentex
 3. Resolution to Approve the Financing Agreement with AIDEA for IEP

V. Director Comments

Director Abegg will be out for a month starting next week.

VI. Adjournment

Director Wilbur moved to adjourn at 6:08 PM. This was seconded by Director Butler and without objection, the meeting Adjourned.