

**Minutes of the February 8, 2010 Board of Directors Special Teleconference Meeting
Alaska Village Electric Cooperative, Inc.**

1. Call to Order, Determination of Quorum, Introduction of Guests

Chairman Charlie Curtis called the teleconference meeting of the Alaska Village Electric Cooperative board of directors to order at 12:05 p.m. A quorum was ascertained with the following board members present:

Charlie Curtis	Robert Beans (telephonically)	Julie Walker (telephonically)
Helena Jones	Phyllis Clough (telephonically)	Fred Sagoonick (telephonically)

Other present include:

Meera Kohler	Brent Petrie	Mark Teitzel	Mark Bryan
Katie Millen	Debbie Bullock	Georgia Shaw	Andy Lehman
Amy Murphy			

2. Declaration of Conflicts of Interest

Chairman Curtis asked if there were any conflicts of interest to declare and there were none.

3. Joint Executive Session

Upon motions duly made and seconded, the board of directors of AVEC and Microgen both went into Executive Session at 12:09 p.m. Both the AVEC and Microgen board of directors went out of Executive Session and back into a regular board meeting at 12:59 p.m.

4. New Business

4a. A motion was duly made and seconded to approve AVEC Resolution 2010-09 Approving Transaction Documents Relating to Vitus Marine, LLC. A roll-call vote was taken and the motion was approved:

Helena Jones	Yes	Phyllis Clough	Yes	Julie Walker	Yes
Fred Sagoonick	Yes	Robert Beans	Yes		

4b. A motion was duly made and seconded to approve Microgen Technologies Resolution 2010-1M Approving Transaction Documents Relating to Vitus Marine, LLC. A roll-call vote was taken and the motion was approved:

Helena Jones	Yes	Phyllis Clough	Yes
Meera Kohler	Yes	Charlie Curtis	Yes

5. Next Meeting: March 29, 2010.

6. Adjournment

Upon a motion duly made and seconded, Chairman Curtis adjourned the meeting at 1:04 p.m.

Charlie Curtis, Chairman

Phyllis Clough, Secretary