



*Solutions for the Future*

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## **Regular Scheduled Board of Directors Meeting**

Tuesday, January 15, 2019

Nushagak Cooperative Board Room, 7:00 p.m.

### **MINUTES**

**Call to Order:** Board President, Pete Andrew called the Rescheduled Board of Directors Meeting to order on Tuesday, January 15, 2019 in the Nushagak Cooperative Board Room. The time was 7:05 p.m.

**Directors Present:**

Pete Andrew President  
Henry Strub, Vice President  
Bruce Baltar, Director  
Chris Napoli, Director

***(Quorum Established)***

Wanda Wahl, Director  
Steve Noonkesser, Treasurer  
Todd Radenbaugh, Director  
Annie Fritze, Secretary

**Directors Absent:** None

**Staff Present:**

Robert Himschoot, CEO/GM  
Bob Armstrong, Electric Operations Manager  
Kelly Williams, Telecom Operations Manager  
Angie Venua, Senior Accountant

**Guests:** Andy Leman, KHE

**Approval of Agenda:** Chris Napoli motioned and Henry Strub seconded the motion to approve the January 15, 2019 Regular Scheduled Board Meeting agenda with changes. The motion carried 8-0.

**Approval of Minutes:** Henry Strub motioned and Wanda Wahl seconded the motion to approve the December 17, 2018 Regular Scheduled Board Meeting Minutes with corrections. The motion carried 8-0.

**Reports:**

A. Bob Himschoot – Submitted a written report.

B. Angie Venua – Submitted a written report.

Wanda Wahl asked for another graph on the cash flow report. Management said they would start graphing this process.

C. Angela Thames – No report.

Wanda Wahl has asked for a monthly report for when a trouble call is placed and when the member is notified and when the work is complete. Kelly Williams answered her and let her know when this will happen. Henry Strub made a comment on his experience putting in a trouble call and how quickly it was turned around and his satisfaction. Chris Napoli asked for clarification on tracking of the trouble ticket data and also on the reporting of the outages. Management answered all questions.

D. Bobby Armstrong – Submitted a written report.

E. Kelly Williams – Submitted a written report.

Steve Noonkesser asked about clarification on consumer equipment and who's responsible for failure of this equipment. Management answered.

### **Introduction of Guests and Member Comments:**

**Safety Moments:** None

### **Discussion/Review:**

A. General Board Board discussed Todd Radenbaugh rerunning for his seat and it was determined that he would put in a petition to run again.

B. General CEO Discussion –Mr. Himschoot updated the board of the ransom ware virus and where Nushagak is in the process. Mr. Himschoot gave an update on the power plant upgrade. He talked about the CFC training being offered. Mr. Himschoot gave an update on the microwave project and the action item for the loan documents. He talked about the site acquisitions and answered all board questions. Mr. Himschoot gave an update on the Hydro project and where Nushagak was in the budgeting process over the next couple of years for monies for the project. Chris Napoli asked for a timeline or roadmap of the annual expenditures on the hydro project to ensure that Nushagak will remain financially responsible. Steve Noonkesser talked about the importance of keeping the Hydro and Microwave projects separate and not think of them in terms of one project for financial responsibility. Bruce Baltar also asked for a financial roadmap of both projects. Todd Radenbaugh also noted the importance. He also talked about possible partnering in the collection of data with the University of Alaska. All board members asked for financials

roadmaps be of utter importance and up to date reports be kept on top of from management.

**Action Items:**

- A. Approve CFC loan Andy Leman presented the CFC loan documents and gave an update for the board to ensure that the board fully understands the terms and conditions of the CFC loan. He also talked about the RUS loan documentations and it not being available because of the current government shut down.

Chris Napoli motioned and Steve Noonkesser seconded the motion to approve **Resolution 2019-01 Approving \$7,000,000 in CFC Loans & Authorized Signatories**. The motion carried 8-0.

**Director Items:**

**Executive Session:** Chris Napoli motioned and Wanda Wahl seconded the motion to move into Executive Session. The time was 8:05 pm. The motion carried 8-0.

**AS 10.25.175 Board Meeting Open: Exceptions: Remedy-(C1)** matters, the immediate knowledge of which would clearly have an adverse effect upon the finances of the public entity.

**Motion:** Todd Radenbaugh motioned and Bruce Baltar seconded the motion to move out of Executive Session. The time was 8:45 pm. The motion carried 8-0.

**Future Board Items-** None

**Unfinished Business-** None

**Future Meetings & Conference Dates:**

ATA Winter Conference, Kona, HI January 27-30, 2019  
APA Legislative Conference, Juneau, AK January 30-31, 2019  
2019 Dillingham Health Fair, February 14, 2019  
2019 Nushagak Annual Meeting, March 26, 2019

**Adjournment-** Steve Noonkesser called for the motion to adjourn and Wanda Wahl seconded the motion. With no further business to come before the board, Board President Pete Andrew adjourned the January 15, 2019 Regular Scheduled Board Meeting. The time was 8:46 p.m. The motion carried 8-0.

**Respectfully Submitted By:**

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Gayla Powers, Human Resource Generalist/Executive Secretary/Recorder 02/18/2018  
Date

**Approved By:**

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Annie Fritze, Secretary Date