

Regular Scheduled Board of Directors Meeting

Tuesday, February 21, 2012
Nushagak Cooperative Board Room, 7:00 p.m.

MINUTES

Call to Order: Board President, Pete Andrew called the Regular Scheduled Board of Directors Meeting to order on Tuesday, February 21, 2012 in the Nushagak Cooperative Board Room. The time was 7:15 p.m.

Directors Present:	Pete Andrew, President Henry Strub, Vice President Rae Belle Whitcomb, Secretary Steve Foy, Director	(Quorum Established) Fritz Johnson, Director Chris Napoli, Director Steve Noonkesser, Director
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Directors Absent: Todd Radenbaugh, Director
Bill Pearch, Director

Staff Present: Mike Megli, CEO/GM
Nancy Favors, Customer Service Manager
Michael Favors, Telecom Operations Manager

Guests Present: Mike Mason, KDLG
Dave Bouker, Chair of the Bylaw Committee

Approval of Agenda:

Chris Napoli motioned and Steve Foy seconded the motion to approve the February 21, 2012 Regular Scheduled Board meeting agenda with the addition of an Executive Session under IX Director Items D, and adding GCI under (B) Unfinished Business. The motion carried 7-0.

Approval of Minutes:

Henry Strub motioned and Rae Belle Whitcomb seconded the motion to approve the January 17, 2012 Regular Scheduled Board Meeting Minutes. The motion carried 7-0.

Reports:

- A. Mike Megli – Submitted a written report.
- B. Nancy Favors – Submitted a written report.
- C. Jim Denslinger – Submitted a written report
- D. Michael Favors – Submitted a written report.
- E. Financial Report – Submitted a written report

Discussion/Review Items:

Bylaw Changes Recommended by Bylaw Committee – Dave Bouker, chair of the Bylaw Committee discussed with the board the recommended changes to the bylaws and an explanation of why the committee came up with these changes.

Motion: Steve Noonkesser motioned and Henry Strub seconded the motion to put the Bylaw Committee's recommended bylaw changes on the official ballot for a vote from the membership.

Annual Meeting Update – Nancy Favors and Angela Thames updated the board of what has been done and ordered for the Annual Meeting scheduled for April 10, 2012. The motion carried 7-0.

Channel 3 Ads – Channel 3 was discussed by the board in great detail and concluded that it wasn't financially smart to keep the channel.

Motion: Rae Belle Whitcomb motioned and Chris Napoli seconded the motion to stop channel 3 ads as of March 1, 2012. The motion carried 7-0.

GCI Board Cell Phones - After some discussion, the board decided to discontinue service and return the cell phones to GCI. The board will be responsible for the purchase of their own cell service and phones.

General Board Discussion –

General CEO Discussion –

Action Items

2012 Capital and Operating Budget

Motion: Rae Belle Whitcomb motioned and Henry Strub seconded the motion to approve the 2012 Electric Capital Budget as \$1,558,414.00. The motion carried 7-0.

Motion: Rae Belle Whitcomb motioned and Chris Napoli seconded the motion to approve the 2012 Electric Operating Budget as \$7,759,322.00. The motion carried 7-0.

Motion: Rae Belle Whitcomb motioned and Chris Napoli seconded the motion to approve the 2012 Telephone Capital Budget as \$640,512.00. The motion carried 7-0.

Motion: Rae Belle Whitcomb motioned and Chris Napoli seconded the motion to approve the 2012 Telephone Operating Budget as \$4,067,138.00. The motion carried 7-0.

Motion: Rae Belle Whitcomb motioned and Chris Napoli seconded the motion to approve the 2012 Cable Capital Budget as \$15,000.00. The motion carried 7-0.

Motion: Rae Belle Whitcomb motioned and Chris Napoli seconded the motion to approve the 2012 Cable Operating Budget as \$967,228.00. The motion carried 7-0.

Director Items

Executive Session: Steve Noonkesser motioned and Chris Napoli seconded the motion to move into Executive Session. The time was 8:49. The motion carried 7-0.

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: Steve Foy motioned and Chris Napoli seconded the motion to move out of executive session. The time was 9:15. The motion carried 7-0

Future Board Items/New Business

Unfinished Business

GCI – The board had a discussion about the future of Nushagak Cooperative and GCI's potential partnership opportunity. No action was taken at this time.

Future Meetings & Conference Dates:

Adjournment- With no further business to come before the Board, President Pete Andrew adjourned the February 21, 2012 Regular Scheduled Board Meeting. The time was 9:15 p.m.

Respectfully Submitted By:

Angela Thames, Executive Secretary/Recorder 02/21/2012
Date

Approved By:

Rae Belle S. Whitcomb, Secretary Date