



*Solutions for the Future*

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## **Special Board of Directors Meeting**

Wednesday, March 03, 2021

Nushagak Cooperative Board Room, 5:00 p.m.

### **MINUTES**

**Call to Order:** Board Vice-President, Henry Strub called the Special Board of Directors Meeting to order on Wednesday, March 03, 2021 in the Nushagak Cooperative Board Room. The time was 5:11 p.m.

#### **Directors Present:**

***(Quorum Established)***

Henry Strub, Vice-President (phone)	Wanda Wahl, Treasurer, (phone)
Bruce Baltar, Director (phone)	Steve Noonkesser, Director (phone)
Josh Bullock, Director (phone)	Sue Flensburg, Director (phone)
Chris Napoli, Director (phone)	

#### **Directors Absent:**

Pete Andrew, President  
Annie Fritze, Secretary

#### **Staff Present:**

Robert Himschoot, CEO/GM (phone)  
Trung Vo, Telecom Operations Manager (phone)  
Angie Venua, Senior Accountant (phone)  
Gayla Powers, Human Resource Generalist (phone)

**Guests:** Andy Leman (KHE), Josh Bailey (Aldrich)

**Approval of Agenda:** Wanda Wahl motioned, and Bruce Baltar seconded the motion to approve the March 03, 2021 Special Board Meeting agenda. The motion carried 7-0.

**Guests and Member Comments:** Guests spoke during Discussion/Review Item A.

#### **Discussion/Review:**

##### **A. Broadband Project Discussion**

Mr. Himschoot stated that the meeting would be about the acceptance of the RUS Grant Award and the special capital project for broadband. This \$24 million dollar project would be a fiber

build from Levelock to Aleknagik for Middle Mile access and this would increase our bandwidth into Dillingham, a fiber to home build from our Cable TV system in Dillingham to Aleknagik, an upgrade to our Cable TV platform which will allow better speeds and increase the capacity to Clarks Point and Manokotak so they can have broadband packages similar to those of Dillingham.

Robert Himschoot presented a power point presentation on a proposed broadband project. The Benefits will be the Middle Mile Build will bring 100GB/s of capacity to our communities, Cable TV upgrade will allow greater than 100MB/s package speeds and unlimited data, upgrades will allow Clark's Point and Manokotak to receive equivalent services and additional Middle Mile capacity will allow further development of Wi-Fi, Commercial ISP and other services. This will also allow Nushagak to offer unlimited data with the upgrade.

**Executive Session. 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.

Steve Noonkesser motioned, and Wanda Wahl seconded the motion to move into executive session. The times was 5:31pm The motion carried 7-0.

**Motion:** Steve Noonkesser motioned, and Wanda Wahl seconded the motion to move out of Executive Session. The time was 6.07pm. The motion carried 7-0.

Andy Lemman gave advice and an update on signing for a new CFC loan and accepting the RUS Grant. Mr. Lemman advised the board the RUS Grant forbids the Coop from selling any projects done with the grant and that the money will be spent on what the grant was applied for. In respect to the CFC loan Mr. Lemman let the board know many details of the loan such as not having a detailed interest since this is not known until you take the money. It is also a secured loan which means that CFC will have a mortgage on basically everything the Coop owns. This also comes with meeting certain financial covenants and states the Coop cannot be subject to certain litigations. He stated that this is all in line with other loans that the Cooperative has taken.

Chris Napoli asked if Mr. Lemman has witnessed CFC seize assets from other coops because for any of these failures. Mr. Lemman stated that yes, he has. Mr. Lemman also stated that he will be attending the March 16<sup>th</sup> board meeting to go over the loan documents further with the board to ensure they have a complete understanding of what they will sign if they go forward. Henry Strub stated that looking at the RUS Grant he noticed that certain things like environmental studies and final design costs cannot be covered with the grant. Mr. Himschoot stated that this was correct.

Mr. Himschoot gave a projected timeline of the project:

Feb-March 2021 with completing grant agreements, March to see environmental assessment, ROW acquisition and permitting for Middle Mile build, final engineering developed and completed in June 2021 and permitting FTTP build from Aleknagik to Dillingham, existing ROW July-Aug orders started for long lead time items after USDA Engineering approval November to see environmental assessment submitted to USDA for approval and Clark's Point/Manokotak Microwave upgrade completed.

Jan-Feb 2022 Environmental approval complete, grant funds released and enter into Design Build contract for RFP process. Also begin procurement of all materials and equipment for Middle Mile. Plan to ship materials and equipment to Dillingham, Ekwok and Levelock during the summer of 2022.

Jan-June of 2022 regeneration module to be built and installed in fall of 2022.

Fall of 2022 work completed in Dillingham and Aleknagik.

Nov-Dec 2022 start the buried fiber construction between Levelock and Aleknagik.

April 2023 Buried fiber from Levelock to Aleknagik would be completed.  
Test and acceptance to follow and then the project close out and demobilization.  
Josh Bullock asked if all goes to plan would the 2023 completion be able to take on the summer load of the fisherman and our community Wi-Fi. Mr. Himschoot stated that Nushagak already has plans to allocate this on our existing network this year.  
Trung Vo stated that this build would basically increase the data ability by 6000%  
Wanda Wahl thanked the staff for always looking forward and keeping the board up to speed.

**Adjournment-** Wanda Wahl motioned to adjourn and with no further business before the board Vice-President Henry Strub adjourned the March 03, 2021 Special Board of Directors Meeting at 6:37 p.m.

**Respectfully Submitted By:**

\_\_\_\_\_  
Gayla Powers, Human Resource Generalist

03/16/2021  
\_\_\_\_\_  
Date

**Approved By:**

\_\_\_\_\_  
Annie Fritze, Secretary

\_\_\_\_\_  
Date