



Solutions for the Future
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Regular Scheduled Board of Directors Meeting

Tuesday, March 19, 2013
Nushagak Cooperative Board Room, 7:00 p.m.

MINUTES

Call to Order: Board President, Pete Andrew called the Special Board of Directors Meeting to order on Tuesday, March 19, 2013 in the Nushagak Cooperative Board Room. The time was 7:00 p.m.

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

Staff Present: Mike Megli, CEO/GM
Nancy Favors, Business Office Manager
Thomas Behrendt, Electric Operations Manager
Michael Favors, Telecom Operations Manager

Guests Present: Doug Davidson, AKT

Approval of Agenda:

Henry Strub motioned and Chris Napoli seconded the motion to approve the March 19, 2013 Regular Scheduled Board meeting agenda. The motion carried 7-0.

Approval of Minutes:

Chris Napoli motioned and Henry Strub seconded the motion to approve the January 15, 2013 Regular Scheduled Board Meeting Minutes and the March 8, 2013 Special Board Meeting Minutes. The motion carried 7-0.

Reports:

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

Discussion/Review

AKT – Doug Davidson presented an overview of the 2012 audit. The final numbers will be complete by the Annual Meeting on April 9, 2013

General Board Discussion – The Strategic Plan will be completed by management and available to the board for review in June or July.

The board directed management to look into paying out Capital Credits in the near future. Management will have some numbers available for the board for more discussion on the April 16, 2013 Board Meeting.

Pete Andrew will be absent for the Annual Meeting, so Henry Strub will run the meeting.

General CEO Discussion – ADEC has approved the new fuel tank. Nushagak is waiting on the Fire Marshal's approval to move forward.

The feasibility study for the hydro power project will be available on Google Drive for the board to review. The Hydro power project will be put on April 16, 2013 Agenda for further discussion.

Action Items

Motion: Steve Foy motioned and Chris Napoli seconded the motion to approve the proposed Bylaw changes made by the Bylaw Committee and put those proposed changes on the ballot to be voted on by Nushagak Cooperative's members. The motion carried 7-0.

Motion: Resolution 2013-01, Authorization of the Adoption of an Executive Compensation Plan, Further known as the Plan – Henry Strub motioned and Chris Napoli seconded the motion to approve Resolution 2013-01. The motion carried 7-0.

Director Items

Future Board Items/New Business

Unfinished Business

Future Meetings & Conference Dates:

Nushagak Cooperative's Annual Meeting, Dillingham Elem. School, April 9, 2013

ATA Annual Meeting, Homer, AK, May 20-23

Adjournment- With no further business to come before the Board, Chris Napoli motioned and Henry Strub seconded the motion to adjourn the March 19, 2013 Regular Scheduled Board Meeting. The time was 7:53 p.m.

Respectfully Submitted By:

Angela Thames, Executive Secretary/Recorder
03/19/2013
Date

Approved By:

Rae Belle S. Whitcomb, Secretary
Date