



*Solutions for the Future*

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

Tuesday, March 21, 2017

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, March 21, 2017 in the Nushagak Cooperative Board Room. The time was 7:04 p.m.

**Directors Present:** Pete Andrew, President  
Chris Napoli, Director  
Todd Radenbaugh, Director  
Steve Noonkesser, Treasurer  
Rae Belle Whitcomb, Secretary

**(Quorum Established)**  
Wanda Fulton, Director  
Annie Fritze, Director  
Bruce Baltar, Director  
Henry Strub, Vice President

**Directors Absent:**

**Staff Present:** Mike Megli, Interim CEO/GM  
Bobby Armstrong, Electric Operations Manager  
Angie Venua, Senior Accountant  
Gayla Powers, Human Resource Generalist/Executive Secretary

**Guests Present:** Hazel Schroeder, Tim Pearson

**Approval of Agenda:**

Rae Belle Whitcomb motioned and Chris Napoli seconded the motion to approve the March 21, 2017 Regular Scheduled Board meeting agenda. The motion carried 9-0.

**Approval of Minutes:**

Wanda Fulton motioned and Annie Fritze seconded the motion to approve the March 21, 2017 Regular Scheduled Board Meeting Minutes. The motion carried 9-0.

**Executive Session:** Wanda Fulton motioned and Annie Fritze seconded the motion to move into Executive Session. The time was 7:06. The motion carried 9-0.

**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

**Move out of Executive Session:** Todd Radenbaugh motioned and Wanda Fulton seconded the motion to move out of executive session. The time was 7:25. The motion carried 9-0

**Reports:**

- A. Mike Megli – Submitted a written report.  
Chris Napoli asked Mike to elaborate on the transition of the Bookkeepers and the new CSRs. Mike briefly updated the progress of this transition. Steve Noonkesser asked if Chelsea Ayars was leaving permanently or returning after child birth.
- B. Angie Venua – Submitted a written report.
- C. Angela Thames – Submitted a written report.
- D. Bobby Armstrong – Submitted a written report.

**Discussion/Review**

Wanda Fulton power point presentation on ATA Winter Conference –  
Wanda gave an overview of 2 sessions she attended at the conference and what it means for rural telecommunications. Mike, Chris, Steve, Todd and Rae Belle made brief comments on the discussion items during the presentation.

Rae Belle Whitcomb commented on the telephone budget about interstate access revenue in relation to Wanda's PowerPoint presentation. Mike Megli gave a brief answer to meeting the upgrades commitments for the Alaska Plan related to the revenue. Chris Napoli asked for a written timeline for revenues and expenditures for the Alaska Plan. Wanda Fulton asked for a presentation on the commitments for the Alaska Plan as well.

General Board Discussion –

**Executive Session:** Wanda Fulton motioned and Annie Fritze seconded the motion to move into Executive Session. The time was 7:53. The motion carried 9-0.

**(C1)** matters, the immediate knowledge of which would clearly have an adverse effect upon the finances of the public entity

**Move out of Executive Session:** Todd Radenbaugh motioned and Wanda Fulton seconded the motion to move out of executive session. The time was 8:30. The motion carried 9-0

### **AS 10.25.175 Board Meeting Open; Exceptions; Remedy -**

General CEO Discussion – Mike Megli talked about the RUS loan being paid off. Mike talked about Epay going live at the end of July. He talked of updating the website with the Epay button with a “Coming Soon” notice.

### **Action Items**

2017 Proposed Operating Budget- Wanda motioned and Bruce Baltar seconded the motion to put the 2017 Operating Budget on the table for vote. Rae Belle Whitcomb and Wanda Fulton commented on discrepancies in the spreadsheet but they did not affect the bottom line. Angie Venua will correct the discrepancies.

Chris Napoli motioned and Steve Noonkesser seconded the motion to amend the Operating Budget to include the pay out of Patronage Capital Credits in the amount of \$207,771.90 divided out by the following: Payoff of 1989 credits for Division 1 in the amount of \$86,178.78 and 10% of 2006 credits for Division 2 & 3 in the amount of \$121,593.12.

The motion carried 9-0

Rae Belle Whitcomb motioned and Steve Noonkesser seconded the motion to amend the Operating Budget to include funding for the Nushagak Scholarship Program for a total of \$22,000.00 divided by distributions from the following divisions:

Division 1-- \$10,000.00 Division 2-- \$10,000.00 and Division 3-- \$2,000.00

The motion carried 9-0

Chris Napoli commented wanting to thank Angela Thames for her hard work on the scholarship committee last year and the importance of the scholarship program in regard to 2<sup>nd</sup>, 3<sup>rd</sup>, and 4<sup>th</sup> year students.

Rae Belle Whitcomb and Steve Noonkesser commented on the importance of the scholarship program in regard to students returning to the community, the broad impact of the future of our community and the high cost of college tuition.

Pete Andrew called for the vote of the 2017 Operating budget with noted changes and amendments from the original motion. The motion carried 9-0.

### **Director Items**

Pete Andrew talked about the annual meeting and reminded the board of attending. He also thanked Angie Venua for her work on the budget.

Chris Napoli and the entire board thanked Rae Belle Whitcomb for her 27 years of hard work and dedication as a board of director for Nushagak Cooperative.

**Unfinished Business**

**Future Meetings & Conference Dates:**

- APA Workshop Legal Issues for Electric Utilities, May 4-5, Anchorage, AK
- ATA Annual Meeting, May 22-24, Sitka, AK
- APA Federal Legislative Conference, June 6-8, Washington DC
- APA Annual Meeting, (tentative) September 12-15, 2017, Kodiak, AK

**Adjournment-** Todd Radenbaugh motioned and Wanda Fulton seconded the motioned to adjourn. With no further business to come before the board, Board President Pete Andrew adjourned the March 21, 2017 Regular Scheduled Board Meeting. The time was 9:16 p.m. The motion carried 9-0.

**Respectfully Submitted By:**

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Gayla Powers, Human Resource Generalist/Executive Secretary/Recorder 03/21/2017  
Date

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CERTIFICATION

I, Annie Fritze, Secretary of the Board of Directors of Nushagak Electric & Telephone Cooperative, Inc., (Nushagak Cooperative) do hereby certify that this is a true and correct copy of a resolution adopted by the Board of Directors at the Rescheduled Meeting held on March 21, 2017 in Dillingham, Alaska, as the resolution appears in the minutes' book of Nushagak Cooperative and that it has not been rescinded or modified.

NUSHAGAK ELECTRIC & TELEPHONE COOPERATIVE, INC.

By: \_\_\_\_\_  
Annie Fritze, Secretary