

Regular Scheduled Board of Directors Meeting

Tuesday, May 17, 2011

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, May 17, 2011 in the Nushagak Cooperative Board Room. The time was 7:00 p.m.

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

Directors Absent: Pete Andrew, Board President

Staff Present:

- Mike Megli, CEO/GM
- Nancy Favors, Customer Service Manager
- Michael Favors, Telecom Operations Manager
- James Thames, Electric Operations Manager
- Ed Rinn, Senior Accountant
- Charlotte Chuckwuk, Accountant/Payroll Administrator
- Angie Venua, Bookkeeper
- Julie Pauling, Bookkeeper

Guests Present: Mike Mason, KDLG

Approval of Agenda:

Chris Napoli motioned and Steve Foy seconded the motion to approve the May 17, 2011 Regular Scheduled Board Meeting Agenda. The motion carried 7-0.

Approval of Minutes:

Chris Napoli motioned and Rae Belle Whitcomb seconded the motion to approve the April 19, 2011 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. James Thames – Submitted a written report.
- E. Financial Report – A written report was submitted

Discussion/Review Items:

AKT, LLP Auditors – Mike Fink gave a brief overview of the audit report. He explained journal entries, processes and recommendations by the audit committee. Overall the audit report was positive.

Wind Project – Ed Rinn presented alternate finance spreadsheets to the Board of Directors for review. Todd Radenbaugh questioned the estimated fuel costs used in the spreadsheets. He suggested we use the past 10 years view of how the fuel price increase was and use that percentage in the cost forecast. Chris Napoli questioned if this wind project was the correct project for Nushagak. Steve Noonkesser wants particular studies completed for site specific, such as soil etc. Chris Napoli still questioned the cost to build. Todd Radenbaugh said we still need to have a fuel cost regression calculation completed for the last 10 years. Steve Noonkesser said if we do not move forward with this project and we look back at this in 10 years we could be thinking we should have. Fritz Johnson wants to move forward with gathering more data. Steve Foy questioned the Cinnabar site and tower height.

Motion: Rae Belle Whitcomb motioned and Todd Radenbaugh seconded the motion to authorize the spending of up to \$25,000 for research and soil samples. Chris Napoli stated that Nushagak can not just go out and get samples without owners approval, i.e. Choggiung. The motion carried 7-0.

Michael Favors asked for a reiteration of who will be on the Wind Committee: Steve Foy, Steve Noonkesser, Henry Strub, Todd Radenbaugh and Tom Marsik as a free consultant.

General Board Discussion –

General CEO Discussion –

Action Items

Resolution 2011-15 – Depreciation Expense for Other Work Equipment, Rae Belle Whitcomb motioned and Steve Foy seconded the motion to approve Resolutions 2011-15. The motion carried 7-0

Resolution 2011-16 – Depreciation Expense for Special Service Vehicles, Rae Belle Whitcomb motioned and Todd Radenbaugh seconded the motion to approve Resolution 2011-16. The motion carried 7-0.

Resolution 2011-17 – Acceptance of Year-End December 31, 2010 Audit, Rae Belle motioned and Fritz Johnson seconded the motion to approve Resolution 2011-17. The motion carried 7-0.

Director Items

Future Board Items/New Business

Unfinished Business.

Strategic Planning – Pete Andrew will get with Mike Megli to schedule a meeting.
Energy Conservation Committee – Need to schedule a meeting.

Future Meetings & Conference Dates:

2011 ATA Annual Meeting, Valdez, AK, May 23-25
Southeast Conference Annual Meeting September 13-15, 2011 Juneau, AK
Alaska Rural Energy Conference September 27-29, 2011 Juneau, AK
NRECA Regions VII & IX Meeting October 11-13, 2011 Denver, CO
APA-NWPPA Alaska Utility Conference November 2-4, 2011 Anchorage, AK

Executive Session: Rae Belle Whitcomb motioned and Steve Foy seconded the motion to move into executive session. The motion carried. The time was 8:40 p.m. The Board of Directors excused guests and staff except Mike Megli and Ed Rinn.

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: Rae Belle Whitcomb motioned and Todd Radenbaugh seconded the motion to move out of executive session. The time was 9:45. The motion carried 7-0

Adjournment- With no further business to come before the Board, Vice President Henry Strub adjourned the May 17, 2011 Regular Scheduled Board Meeting. The time was 9:47 p.m. The motion carried 7-0.

Respectfully Submitted By:

05/17/2011

Angela Thames, Executive Secretary/Recorder

Date

Approved By:

Rae Belle S. Whitcomb, Secretary

Date