

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

Tuesday, May 22, 2012

Nushagak Cooperative Board Room, 7:00 p.m.

### **MINUTES**

**Call to Order:** Board President, Pete Andrew called the Re-Scheduled Regular Board of Directors Meeting to order on Tuesday, May 22, 2012 in the Nushagak Cooperative Board Room. The time was 7:23 p.m.

<b>Directors Present:</b>	Pete Andrew, President Henry Strub, Vice President Steve Foy, Treasurer (Telephone) Steve Noonkesser, Director	<b>(Quorum Established)</b> Fritz Johnson, Director Chris Napoli, Director
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**Directors Absent:** Rae Belle Whitcomb, Secretary  
Todd Radenbaugh, Director

**Staff Present:** Mike Megli, CEO/GM  
Nancy Favors, Business Office Manager  
Michael Favors, Telecom Operations Manager (Telephone)  
Jim Denslinger, Acting Electric Operations Manager  
Angie Venua, Accountant  
Julie Pauling, Accountant

**Guests Present:** Mike Mason, KDLG  
Richard Thompson, member/owner  
Paul Keel, AKT (Telephone)

**Approval of Agenda:**

Chris Napoli motioned and Henry Strub seconded the motion to approve the May 22, 2012 Regular Scheduled Board meeting agenda. The motion carried 6-0.

**Approval of Minutes:**

Chris Napoli motioned and Henry Strub seconded the motion to approve the April 17, 2012 Regular Scheduled Board Meeting Minutes. The motion carried 6-0.

**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:**

Audit Report – Paul Keel gave the board of directors an overview and answered any questions they had regarding the Audit Report.

City of Dillingham Donation – Richard Thompson presented to the board the need for a new data server for the new E911 system that has been installed at the Dillingham Police Department and asked Nushagak Cooperative for a donation to help with the new equipment.

**Motion:** Chris Napoli motioned and Fritz Johnson seconded the motion to direct management to review the budget and bring to the board at the June meeting an amount that Nushagak Cooperative could donate to the new data server equipment. The motion carried 5-0. Steve Foy abstained from voting.

Letters of Interest for Vacant Board Seat – The board of directors decided to go into Executive Session at the end of the Board Meeting.

General Board Discussion - Fritz Johnson reported that the courtesy phone at the airport was not working. Nancy Favors will put in a trouble ticket and resolve this issue.

Steve Noonkesser reported that AK Business Monthly contacted him regarding the TERRA project.

General CEO Discussion – Mike Megli reported that 600,00 gallons of fuel will be delivered on May 24, 2012.

## **Action Items**

Approval of 2011 Audit Report – Chris Napoli motioned and Henry Strub seconded the motion to approve the 2011 Audit Report. The motion carried 6-0.

Resolution 2012-04, CoBank Loan – Steve Noonkesser motioned and Henry Strub seconded the motion to approve Resolution 2012-04. The motion carried 6-0.

## **Director Items**

### **Future Board Items/New Business**

### **Unfinished Business**

GCI

### **Future Meetings & Conference Dates:**

APA Legislative Fly-In, June 5-7, Washington, DC

APA Managers' Forum Retreat, June 20-21, Homer, AK

APA/AIE Annual Meeting, Aug. 8-10, Juneau, AK

2012 Associate Member Showcase, October 24-25, Anchorage, AK

2013 Winter Conference, January 27-30, Ka'anapali, HI

**Executive Session:** Fritz Johnson motioned and Chris Napoli seconded the motion to move into Executive Session. The time was 8:26. The motion carried 6-0.

### **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:** Fritz Johnson motioned and Chris Napoli seconded the motion to move out of executive session. The time was 8:34. The motion carried 6-0

**Motion:** Steve Noonkesser motioned and Henry Strub seconded the motion to accept Carol Shade's letter of interest to serve out Bill Pearch's term. The motion carried 6-0.

**Adjournment-** With no further business to come before the Board, President Pete Andrew adjourned the May 22, 2012 Re-Scheduled Regular Board Meeting. The time was 8:36 p.m.

**Respectfully Submitted By:**

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Angela Thames, Executive Secretary/Recorder 05/22/2012  
Date

**Approved By:**

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Rae Belle S. Whitcomb, Secretary Date