



Solutions for the Future

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Rescheduled Board of Directors Meeting

Tuesday, August 9, 2022

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

MINUTES

Call to Order: Board President, Pete Andrew called the Rescheduled Board of Directors Meeting to order on Tuesday, August 9, 2022, in the Nushagak Cooperative Board Room. The time was 7:10 p.m.

Directors Present: *(Quorum Established)*

Pete Andrew, President
Henry Strub, Vice-President
Wanda Wahl, Treasurer
Annie Fritze, Secretary

Chris Napoli, Director
Sue Flensburg, Director
Bruce Baltar, Director (Zoom)
Steve Noonkesser, Director (Zoom)

Directors Absent: None

Staff Present: Will Chaney, CEO/GM
Angie Venua, Comptroller
Angela Thames, Business Office Manager
Angela Lopez, Executive Secretary/HR Generalist

Guests: Mark Lisac, Member
RoseMary Tucker, Member

Approval of Agenda: Sue Flensburg motioned, and Henry Strub seconded the motion to approve the August 9, 2022, Rescheduled Board Meeting Agenda. The motion carried 8-0.

Approval of Minutes: Sue Flensburg motioned, and Henry Strub seconded the motion to approve the May 17, 2022, Regular Scheduled Board Meeting Minutes as submitted. The motion carried 8-0.

Guests and Member Comments:

Mark Lisac thanked the Board and shared that he was in attendance because he submitted his letter of interest to fill the vacant Board seat, and that he was interested in learning about the Cooperative.

Reports:

- A. Will Chaney – Submitted a written report.
- B. Angela Thames – Submitted a written report.
- C. Trung Vo – Submitted a written report. Annie Fritze asked for details pertaining to the Nerka Project, Will Chaney was able to give an update stating that the project will be up for bid due to current staffing.

Annie Fritze inquired about the USDA's request to stop processing the closing documents for the Levelock Fiber Project. Pete Andrew responded that Choggiung, Ltd., on behalf of Nushagak Cooperative, had applied for a grant through National Telecommunications and Information Administration (NTIA) and that the Levelock to Dillingham Fiber Project can only be funded by one source. Annie Fritze had additional questions regarding Mr. Vo's report, it was suggested to address these questions later in the meeting.

- D. Angie Venua – Submitted a written report. Annie Fritze asked why there is a deficit under Division #2 Patronage Capital/Margins in the June Checkbook Summary, Angie Venua was able to answer Annie's questions. Wanda Wahl commented that the May kWh sales are higher than budgeted, Will Chaney indicated that was due to the Herring Season.

Safety Moment: Work Safe: Job Briefings – Tailboards read by Will Chaney.

Discussion/Review:

- A. Vacant Board Seat – The Board discussed the two members that submitted their letter of interest to fill the vacant seat, Mark Lisac and Jean W Barrett.

Motion: Chris Napoli motioned to nominate Jean Barrett and Wanda Wahl seconded the motion. Sue Flensburg motioned to nominate Mark Lisac and Wanda Wahl seconded the motion. After discussion Chris Napoli and Wanda Wahl withdrew their motion to nominate Jean Barrett. The motion to nominate Mark Lisac passed 8-0.

- B. Will Chaney brought a proposed amendment to Resolution 2017-30 Resource Evaluation and Utilization Resolution: Fish First

Motion: Sue Flensburg motioned to approve the amendment to Resolution 2017-30 Resource Evaluation and Utilization Resolution: Fish First and Wanda Wahl seconded the motion. After discussion, and with changes, the motion passed 9-0.

- C. **Capital Credits** – Pete Andrew requested that retiring capital credits be worked into the next budget and that the Budget Committee would review to see if a retirement would be feasible.
- D. **General Board Discussion** – Pete Andrew inquired who would be attending the APA Annual Meeting in Ketchikan; Henry Strub, Sue Flensburg, Angela Thames, and Angela Lopez will be attending. Will Chaney was scheduled to attend but the Methods Assessment team will be on site at Nuyakuk, and Will Chaney will be on site as well.
- E. **General CEO Discussion** – Will Chaney gave an update to the Supplemental Heat Project. Annie Fritze and Will Chaney flew to New Stuyahok and Koliganek to present an informational meeting on the Nuyakuk Concept. There was good attendance, and the meetings went well. Will Chaney gave an update on how the meeting went, as well speaking to the concept itself.

Mr. Chaney informed the Board that on August 4th, 2022, there was a break-in at the office located at 557 Kenny Wren Road; the damage was minimal, and the person of interest was taken into custody at the scene.

Discovery Drilling is transporting twelve thousand pounds of equipment to Nuyakuk by helicopter. There are two individuals on site and one in Dillingham. Once equipment is on site and assembled, seven bore holes will be drilled, the schedule was set for the 5th though the 15th but there has been a three-day weather delay. The four-person Methods Assessment team is scheduled to be on site the 15th though the 19th.

The Denali Commission informed Will Chaney that Nushagak Cooperative, Inc. has been awarded \$500,000 to fund additional studies for Nuyakuk River Hydroelectric Concept.

Action Items:

- A. **Resolution 2022-09 Patronage Capital – Early Retirement of Estates (Carl F. Pleier)**
Steve Noonkesser motioned to approve Resolution 2022-09 and Bruce Baltar seconded the motion. The motion passed 9-0.
- B. **Resolution 2022-10 Tariff Changes – Taxes & Surcharges – Fuel Cost Rate Adjustment**
Sue Flensburg motioned to approve Resolution 2022-10 and Henry Strub seconded the motion. The motion passed 9-0.
- C. **Resolution 2022-11 Secretary's Certificate**
Steve Noonkesser motioned to approve Resolution 2022-11 and Sue Flensburg seconded the motion. The motion passed 9-0.
- D. **Resolution 2022-12 Tariff Changes – Non-Firm Power Purchase Rate**
Wanda Wahl motioned to approve Resolution 2022-12 and Annie Fritze seconded the motion. The motion passed 9-0.

E. Approval of Scholarship Committee Recommendations Steve Noonkesser motioned to approve the Scholarship Committee's Recommendations for approval, excluding the recommendation that the Dr. Todd Radenbaugh Scholarship have a separate endowment fund and Bruce Baltar seconded the motion. The motion passed 9-0.

Call for 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 Sue Flensburg seconded the motion to move into Executive Session. The motion passed 9-0. The time was 8:40 pm.

Chris Napoli motioned, and Wanda Wahl seconded the motion to move out of Executive Session. The motion passed 9-0. The time was 9:46 pm.

Director Items:

A. Future Board Items/New Business – None at this time.

B. Unfinished Business – None at this time.

C. Future Meetings & Conference Dates:

1. APA/AIE Annual Membership Meeting, August 16 – 19, Ketchikan, AK
2. Alaska Electric Utility Legal Workshop, September 29 – 30, Anchorage, AK
3. Alaska Electric Utility Accounting & Finance Wkshp, Oct 11 – 13, Anchorage, AK
4. ARECA Insurance Exchange Workshop, October 14, Anchorage, AK
5. ATA Tech Showcase, October 25 – 27, Anchorage, AK
6. ATA 2023 Winter Conference, January 22 – 25, Lahaiana, Maui

Adjournment – Wanda Wahl motioned to adjourn, and Sue Flensburg seconded the motion. With no further business before the board President Pete Andrew adjourned the August 9, 2022, Rescheduled Board of Directors Meeting at 9:49 p.m.

Respectfully Submitted By:



Angela Lopez, Executive Secretary/HR Generalist

09/20/2022

Date

Approved By:



Annie Fritze, Secretary



09/20/2022

Date