



*Solutions for the Future*  
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## **Re-Scheduled Board of Directors Meeting**

Wednesday, December 15, 2021  
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 Wednesday, December 15, 2021, in the Nushagak Cooperative Board Room. The time was 7:01 p.m.

**Directors Present:** *(Quorum Established)*

Pete Andrew, President	Annie Fritze, Secretary (Zoom)
Henry Strub, Vice-President, (Zoom)	Wanda Wahl, Treasurer (Zoom)
Chris Napoli, Director (Zoom)	Sue Flensburg, Director (Zoom)
Bruce Baltar, Director	

**Directors Absent:** Josh Bullock, Director  
Steve Noonkesser, Director

**Staff Present:** Robert Himschoot, CEO/GM  
Will Chaney, Electric Operations Manager (Zoom)  
Trung Vo, Telecom Operations Manager  
Angie Venua, Senior Accountant  
Jim Denslinger, Power Plant Superintendent (Zoom)  
Gayla Powers, HR Generalist

**Guests: None**

**Approval of Agenda:** Bruce Baltar motioned, and Wanda Wahl seconded the motion to approve the December 15, 2021, Re-Scheduled Board Meeting agenda with additions. The motion carried 7-0.

**Approval of Minutes:** Sue Flensburg motioned, and Bruce Baltar seconded the motion to approve the October 19, 2021, Regular Scheduled Board Meeting with changes. The motion carried 7-0.

**Guests and Member Comments: None**  
**Reports:**

- A. Bob Himschoot – Submitted a written report. Bruce Baltar asked what “STG” was. Mr. Himschoot answered that it was St. George which is a contractor that Nushagak Cooperative uses for the telecom build.
- B. Angela Thames – Submitted a written report.
- C. Trung Vo – Submitted a written report.
- D. Jim Denslinger– Submitted a written report.
- E. Will Chaney– Submitted a written report.
- F. Angie Venua– Submitted a written report.

**Safety Moments:** Read by Will Chaney.

**Discussion/Review:**

- A. General Board Discussion Pete Andrew thanked the staff for all their efforts during the storm recovery. Mr. Andrew encouraged all board to attend the Employee Appreciation dinner on Saturday, December 18<sup>th</sup>.

**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.

Sue Flensburg motioned, and Henry Strub seconded the motion to move into executive session. The times was 8:00pm The motion carried 7-0.

**Motion:** Henry Strub motioned, and Sue Flensburg seconded the motion to move out of Executive Session. The time was 8:29 pm. The motion carried 7-0.

Bruce Baltar motioned, and Annie Fritze seconded the motion to accept the recommendations of the current CEO Robert Himschoot to approve the contract for the new CEO in the form presented. The motion passed 7-0

Mr. Pete Andrew then congratulated Will Chaney on becoming the new CEO as of January 1, 2022

Wanda Wahl congratulated Will Chaney.

- B. General CEO Discussion. Mr. Himschoot presented the 2022 proposed Operating and Capital Budget.

**Action Items:**

- A. 2022 Budget Approval. Wanda Wahl motioned and Chris Napoli seconded the motion to approve the 2022 operating and capital budgets for Divisions 1, 2, & 3 with the addition of the restructuring of the organizational chart and acceptance of the hiring of the new CEO. The motion carried 7-0.

- B.** Resolution 2021-16 Tariff Changes – Taxes & Surcharges – Fuel Cost Rate Adjustment. Bruce Baltar motioned, and Chris Napoli seconded the motion to approve Resolution 2021-16. The motion carried 7-0.
  
- C.** Resolution 2021-17 Authorizing General Manager to apply for Alaska Energy Authority Renewable Energy Fund. Henry Strub motioned, and Chris Napoli seconded the motion to approve Resolution 2021-17. The motion carried 7-0
  
- D.** Resolution 2021-18 Letter of Commendation and Appreciation. Bruce Baltar motioned, and Sue Flensburg seconded the motion to accept Resolution 2021-18. The motion carried 7-0.

**Future Board Items-**

**Unfinished Business-**

**Future Meetings & Conference Dates:**

1. ATA 2022 Winter Conference Jan 23-26. Big Island Hawaii
2. APA State Legislative Conference Jan 26-27 Juneau, Alaska
3. Northwest Hydroelectric Association Conference Feb. 23-25 Portland, OR
4. Alaska Telecom Association 2022 Annual Meeting May 23-25 Fairbanks, AK

**Adjournment-** Steve Noonkesser motioned to adjourn and Annie Fritze seconded the motion. With no further business before the board President Pete Andrew adjourned the December 15, 2021, Re-Scheduled Board of Directors Meeting at 9:47 p.m.

**Respectfully Submitted By:**

\_\_\_\_\_  
Gayla Powers, Human Resource Generalist

01/18/2022  
\_\_\_\_\_  
Date

**Approved By:**

\_\_\_\_\_  
Annie Fritze, Secretary

\_\_\_\_\_  
Date