



Solutions for the Future

557 Kenny Wren Road • P.O. Box 350 • Dillingham, AK 99576

Ph: 907-842-5251 • Fx: 907-842-2799 • www.nushtel.com

Regular Scheduled Board of Directors Meeting

Tuesday, December 17, 2019

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

MINUTES

Call to Order: Board President, Peter Andrew called the Regular Scheduled Board of Directors Meeting to order on Tuesday, December 17, 2019 in the Nushagak Cooperative Board Room. The time was 7:01 p.m.

Directors Present:

(Quorum Established)

Peter Andrew, President	Annie Fritze, Secretary
Henry Strub, Vice-President	Wanda Wahl, Director
Steve Noonkesser, Treasurer	Chris Napoli, Director
Bruce Baltar, Director	Sue Flensburg, Director

Directors Absent: Todd Radenbaugh, Director

Staff Present:

Robert Himschoot, CEO/GM
Bob Armstrong, Electric Operations Manager (phone)
Trung Vo, Telecom Operations Manager
Angie Venua, Senior Accountant
Gayla Powers, Human Resource Generalist

Guests:

Dirk Williams
Ryan Luiten
Lindsey Layland
Alanah Hurley
Dan Dunaway
Steve Perkins

Approval of Agenda: Sue Flensburg motioned and Chris Napoli seconded the motion to approve the December 17, 2019 Regular Scheduled Board Meeting agenda with the addition of an executive session. The motion carried 8-0.

Approval of Minutes: Steve Noonkesser motioned and Wanda Wahl seconded the motion to approve the October 15, 2019 Regular Scheduled Board Meeting Minutes with changes. The motion carried 8-0.

Reports:

- A. Bob Himschoot – Submitted a written report.
Chris Napoli asked how the heating system project in the front office building came out. Mr. Himschoot stated that it is still on going.
- B. Angie Venua – Submitted a written report.
- C. Angela Thames – Submitted a written report.
- D. Bobby Armstrong – Submitted a handout report.
- E. Trung Vo – Submitted a written report.

Introduction of Guests and Member Comments:

Dirk Williams—wanted to know how the CEO search was going and wanting to know how to answer members about the microwave build out to Homer, Trung Vo answered that the build out is shut down due to the darkest days of the year and weather. No completion date yet. Pete Andrew answered about the CEO search and stated that the board should have an announcement tomorrow.

Tyke Olson—Here as a member.

Ryan Luiten—Here as a member and learn more about the current projects.

Lindsey Layland and Alanah Hurley on behalf of United Tribes of Bristol Bay (UTBB).

Dan Dunaway—wanted to learn more about the FERC announcement and clear up some confusion. Pete Andrew stated that the FERC meeting was FERC's and not Nushagak's meeting. Robert Himschoot stated the initial meeting's purpose was to bring the stake holders and agencies together to talk about and understand how to put together the study request. Robert Himschoot also stated that Nushagak is developing a web page to help the members address the FERC process and with links for FERC. Dan Dunaway also stated he was there as the Vice Chair of Friends of KDLG and wanted to invite Nushagak to work with the news staff to inform the public and avoid some unnecessary confusion. He also stated that he wanted Nushagak to help KDLG financially if possible. Also interested in the Hydro project.

Steve Perkins wanted to know why he hasn't heard much about the hydro project. He wanted to know how much Nushagak has spent and how much Nushagak is going to spend on the project. Robert Himschoot answered that we have spent about \$400,000 and another \$250,000 allocated to get through the study formation and FERC process. Over the next several years Nushagak will need about \$6,000,000 more for licensing, etc. It will take about 120 to 140 million to build. And all this is subject to the acceptance of the sites. Chris Napoli also stated that Nushagak has not gone into the hydro possibility lightly and that other avenues have been looked at such as wind and right now this seems the most feasible but is still early in the process.

Safety Moments: Bob Armstrong read the safety moments.

UTBB Presentation- Alanah Hurley and Lindsey Layland to clarify their position on the hydro project and clear up any misunderstandings that may exist and wanted to express a willingness to open up lines of communication with the Cooperative.

Discussion/Review:

- A. General Board Discussion– Pete Andrew talked about the upcoming board elections and noted that January 3rd is the deadline for the incumbents to get there letters of interest in.
- B. General CEO Discussion – Robert Himschoot talked about the City of Dillingham’s tax code change in 2017 for sales tax exemptions and removed Nushagak’s exempt status. He talked about our lawyer’s at KHE are going through the administrative channels to reverse the decision and now we are looking at going through Superior Court to appeal the decision. Mr. Himschoot stated that per state statutes cooperatives are considered exempt from paying local tax and the City of Dillingham can’t remove our tax exemption due to this statute.

Action Items:

- A. **Resolution 2019-34** Tariff Changes Electric Rates. Chris Napoli motioned and Wanda Wahl seconded the motion to table the resolutions. The motion carried 8-0.

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 Wanda Wahl seconded the motion to move into executive session. The times was 7:49 pm The motion carried 8-0.

Motion: Chris Napoli motioned and Wanda Wahl seconded the motion to move out of Executive Session. The time was 8:40 pm. The motion carried 8-0.

Board Action:

Chris Napoli motioned and Sue Flensburg seconded the motion to approve and sign the BBTC contract as discussed in executive session. The motion carried 8-0.

Chris Napoli motioned and Wanda Wahl seconded the motion to approve the CEO contract for Robert Himschoot as discussed in executive session. The motion carried 8-0.

Chris Napoli motioned and Wanda Wahl seconded the motion to approve the CEO Christmas bonus of \$700.00 for Robert Himschoot as discussed in executive session. The motion carried 8-0.

Director Items:

Future Board Items- None

Unfinished Business- None

Future Meetings & Conference Dates:

APA Manager's Forum, Juneau, AK January 28, 2020
ATA Winter Conference, Maui, HI, January 26-30, 2020
APA Legislative Conference, Juneau, AK January 29-30, 2020
AIE Investment Review Committee, Juneau, AK February 13, 2020

Adjournment- Sue Flensburg motioned and Wanda Wahl seconded the motion to adjourn the December 17, 2019 Regular Scheduled Board of Directors Meeting at 8:09 p.m. The motion carried 8-0.

Respectfully Submitted By:

Gayla Powers, Human Resource Generalist 01/21/2020
Date

Approved By:

Annie Fritze, Secretary Date