



*Solutions for the Future*

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

Tuesday, December 19, 2017

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, December 19, 2017 in the Nushagak Cooperative Board Room. The time was 7:06 p.m.

**Directors Present:** Pete Andrew, President  
Henry Strub, Vice-President  
Steve Noonkesser, Treasurer  
Wanda Wahl, Director  
Bruce Baltar, Director

**(Quorum Established)**  
Susie Jenkins-Brito, Director  
Todd Radenbaugh, Director (phone)  
Annie Fritze, Secretary  
Chris Napoli, Director

**Directors Absent:** None

**Staff Present:** Robert Himschoot, CEO/GM  
Bob Armstrong, Electric Operations Manager  
Kelly Williams, Telecom Operations Manager  
Gayla Powers, Human Resource Generalist/Executive Secretary

#### **Approval of Agenda:**

Bruce Baltar motioned and Chris Napoli seconded the motion to approve the December 19, 2017 Regular Scheduled Board meeting agenda. The motion carried 9-0.

#### **Approval of Minutes:**

Chris Napoli motioned and Henry Strub seconded the motion to approve the November 15, 2017 Re-scheduled Board Meeting Minutes with corrections. The motion carried 9-0.

**Introduction of Guests and Member Comments: None**

**Reports:**

- A. Bob Himschoot – Submitted a written report.
  
- B. Angie Venua – Submitted a written report. Robert Himschoot gave a brief update on the cash flow report. Steve Noonkesser commented on the tier and Mr. Himschoot gave an update on the reasons for the tier.
  
- C. Angela Thames – Submitted a written report.
  
- D. Bobby Armstrong – Handout report was submitted.
  
- E. Kelly Williams – Submitted a written report.

Henry Strub submitted a written report. He gave a brief update on Crystal Enkvist's meeting with the DEC in regard to a proposal on the need to remediate soil during pole removal.

**Discussion/Review:**

- A. 2018 budget approval – **Executive Session:** Steve Noonkesser motioned and Wanda Wahl seconded the motion to move into Executive Session. The time was 7:15. The motion carried 9-0.

**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:** Henry Strub motioned and Annie Fritze seconded the motion to move out of executive session. The time was 9:18. The motion carried 9-0

**Motion:** Wanda Wahl motioned and Steve Noonkesser seconded the motion to pass both the operating and capital budget for 2018 as presented by staff. The motion carried 9-0.

- B. Names for Nominating Committee and Election Committee- Board made the decision to use the approved list of names on file.
  
- C. General Board Discussion – Pete Andrew gave a brief update on the trip to Washington DC that he, Mr. Himschoot and Mr. Armstrong just returned from where they presented

Nushagak's plans for pursuing a hydro project. Chris Napoli commented on the enthusiasm that is being brought to the board by staff and thanked them for their dedication to their jobs.

- D. General CEO Discussion – Mr. Himschoot gave a brief update on the power plant upgrade. He discussed the financial forecast on the upgrade and answered all questions presented by the board. Mr. Himschoot gave an update on the trip to DC in regard to information about the RUS long term debt service and a loan that is offered at 2% that Mr. Himschoot is looking into. He talked about upcoming travel for the hydro project. Mr. Himschoot talked about the fuel costs and issues with Vitus's spring fuel delivery and issues that could arise from it. Mr. Himschoot suggested to only taking a fall delivery next year to avoid any problems. Mr. Himschoot talked about the T-drive loss experienced by Nushagak the week prior and what issues evolved from that.

**Action Items:**

- A. Steve Noonkesser motioned and Henry Strub seconded the motion to pass Resolution 2017-32- Patronage Capital-Early Retirement of Estates. The motion carried 9-0.
- B. Steve Noonkesser motioned and Henry Strub seconded the motion to pass Resolution 2017-33- Patronage Capital-Early Retirement of Estates. The motion carried 9-0.

**Director Items:** Henry Strub mentioned that the ACRE Care dues are due now and are annual.

**Future Board Items-** possible meeting on December 28, 2017

**Unfinished Business-** none

**Future Meetings & Conference Dates:**

Alaska Telephone Association Winter Conference Kauai, HI January 28-31, 2018

Legislative Fly In Juneau, AK January 28-1, 2017

Director's Conference Las Vegas, NV March 25-28, 2018

**Adjournment-** Susie Jenkins-Brito motioned and Chris Napoli seconded the motioned to adjourn. With no further business to come before the board, Board President Pete Andrew adjourned the December 19, 2017 Regular Scheduled Board Meeting. The time was 9:50 p.m. The motion carried 9-0.

**Respectfully Submitted By:**

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Gayla Powers, Human Resource Generalist/Executive Secretary/Recorder 1/16/2018  
Date

**Approved By:**

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Annie Fritze, Secretary Date