



Solutions for the Future

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Regular Scheduled Board of Directors Meeting

Tuesday, December 20, 2016

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 20, 2016 in the Nushagak Cooperative Board Room. The time was 7:18 p.m.

Directors Present: Pete Andrew, President
Henry Strub, Vice President
Steve Noonkesser, Director
Annie Fritze, Director

(Quorum Established)
Chris Napoli, Director
Wanda Fulton, Director

Directors Absent: Rae Belle Whitcomb, Secretary
Bruce Baltar, Director
Todd Radenbaugh, Director

Staff Present: Mike Megli, Interim CEO/GM
Bob Armstrong, Electric Operations Manager
Gayla Powers, Human Resource Generalist/Executive Secretary

Guests Present: None

Approval of Agenda:

Annie Fritze motioned and Chris Napoli seconded the motion to approve the December 20, 2016 Regular Scheduled Board meeting agenda. The motion carried 6-0.

Approval of Minutes:

Wanda Fulton motioned and Henry Strub seconded the motion to approve the November 7, 2016 Rescheduled Board Meeting Minutes. The motion carried 6-0.

Chris Napoli motioned and Henry Strub seconded the motion to approve the December 6, 2016 Special Board Meeting Minutes. The motion carried 6-0.

Reports:

- A. Mike Megli – Submitted a written report.
- B. Angie Venua – Submitted a written report.
- C. Bob Armstrong – Submitted a written report.
- D. Angela Thames – Submitted a written report.

Chris Napoli commented on liking the detail of the managers reports and on Bob Armstrong's report about exploring LNG usage and asked that the Board be kept abreast of any progress.

Discussion/Review

Show us your lights board volunteer judges needed – Chris Napoli, Wanda Fulton, and Steve Noonkesser agree to judge the lights of 4 members who submitted entries.

Disconnect for December –

Motion- Steve Noonkesser motioned and Chris Napoli seconded the motion suspend disconnects of accounts for past due members for December 2016. Motion carried 6-0.

Motion- Steve Noonkesser motioned and Chris Napoli seconded the motion to add December 30, 2016 as an extra paid holiday for the employees. Motion carried 6-0.

Pearson Consulting Contract – No discussion.

AKT Engagement Letter/ contract renewal –

Motion- Chris Napoli motioned and Henry Strub seconded the motion to approve the contract renewal with AKT. The motion carried 6-0.

Budget Update – Brief discussion on the proposed changes Mike Megli has made to the budget. Budget will be sent out to the board for review before the next meeting.

General Board Discussion – Annie Fritze wanted to know what was being done about the refinancing of the RUS loan. Mike Megli is looking into it. Chris Napoli brought up a brief discussion about street lights and who pays for them. Wanda Fulton was presented with her director's training completion certificate.

General CEO Discussion – Pete Andrew complimented Mike Megli for coming back and being interim CEO for Nushagak during the CEO search and for a job well done. Mike Megli gave a brief discussion on the following: Mike Megli talked to GCI about future packages that may be offered, He had a discussion with Larry Markley about getting money for generation and distribution upgrades, etc., and a brief discussion about talking to MidState about help with the completion of the tower at Manokotak, and more info on LNG conversion for power plant. Mike presented his plan for the new organization chart.

Motion: Chris Napoli motioned and Wanda Fulton seconded the motion to accept the changes to the organization chart. The motion carried 6-0.

Action Items

Approval of Resolution 2016-10, Authorization for Wells Fargo Bank Signatures – Chris Napoli motioned and Annie Fritze seconded the motion to approve Resolution 2016-10. The motion carried 6-0.

Approval of Resolution 2016-11, Authorization for Wells Fargo Bank Signatures – Chris Napoli motioned and Annie Fritze seconded the motion to approve Resolution 2016-11. The motion carried 6-0.

Approval of Resolution 2016-12, Authorization for Wells Fargo Bank Signatures – Chris Napoli motioned and Annie Fritze seconded the motion to approve Resolution 2016-12. The motion carried 6-0.

Approval of Resolution 2016-13, Secretary's Certificate – Henry Strub motioned and Chris Napoli seconded the motion to approve Resolution 2016-13. The motion carried 6-0.

Approval of Resolution 2016-14, Authorization for Key Investment Services – Chris Napoli motioned and Wanda Fulton seconded the motion to approve Resolution 2016-14. The motion carried 6-0.

Approval of Resolution 2016-15, Tariff changes-local telephone-discounted services-Lifeline/Linkup – Wanda Fulton motioned and Chris Napoli seconded the motion to approve Resolution 2016-15. The motion carried 6-0.

Director Items

Future Board Items/New Business: None

Unfinished Business: None

Future Meetings & Conference Dates:

ATA Winter Conference, January 22-25 – Maui, Hawaii
Nushagak Cooperative’s Annual Meeting, March 28, 2017

Adjournment- With no further business to come before the board, Wanda Fulton motioned and Annie Fritze seconded the motion to adjourn the December 20, 2016 Regular Scheduled Board Meeting. The time was 8:11 p.m. The motion carried 6-0.

Respectfully Submitted By:

Gayla Powers, 12/21/2016
Human Resource Generalist/Executive Secretary/Recorder Date

Approved By:

Rae Belle S. Whitcomb, Secretary Date