

NINILCHIK NATIVE ASSOCIATION INC.
Regular Board Meeting Minutes
January 22, 2005

CALL TO ORDER: Jerry Kvasnikoff, Chairman

TIME: 11:35 A.M.

PLACE: NNAI Office in Anchorage, Alaska

PRESENT: Jerry Kvasnikoff, Chairman Ray Bouwens
Gary Oskolkoff, President Elaine Cooper
Eugene Steik, Vice President Ray Deitz – Tele.
Roberta Oskolkoff, Secretary Linda Henrikson
Sarah Stokes, Treasurer

GUEST: Ronald Perry, Microware/Alaska Computer Training
David Gottstein, Dynamic Capitol Management

MOTION

Gary Oskolkoff moved to adopt the agenda. Roberta Oskolkoff seconded the motion. The Chairman asked if there were any objections to the motion. No objection. **The Chairman declared the agenda adopted.**

The Chairman asked Ronald Perry to make his presentation.

Ronald Perry – discussed ANC-8A opportunities (plusses and minuses) and contract awareness. Directors asked Ron to put together a proposal regarding Management Costs. Discussed Corporate Management Recommendations and Expected Salary Ranges.

The Chairman asked David Gottstein to make his presentation.

David Gottstein – gave an Overview of the Investment Portfolio. (No further information recorded)

The Chairman asked if there was any objection to adjourning the meeting at 3:35 PM. No objection.

MOTION

Sarah Stokes motioned to table the discussion on NTC 640 lands. Eugene Steik seconded the motion. The Chairman asked if there were any objections to the motion. No objection. **Hearing on the motion is passed.**

Linda Henrikson motions that the next meeting be on the 3rd of February in Ninilchik in joint session with NTC. Sarah Stokes seconded the motion. The Chairman asked if there were any objections to the motion. No objection. **Hearing on the motion is passed.**

During discussion on the motion it was agreed that the next meeting would be at 11:30 AM at the Counsel Building on the 3rd of February.

QUORUM

The roll was called.
The Chairman declared a quorum.

CHANGES TO AGENDA

Sarah Stokes – wants to add “Reorganization of Directors” to the agenda.

Eugene Steik – wants to discuss land for elderly housing - Item ‘Elderly Housing’ will be added to New Business, Item 14.

Roberta Oskolkoff – wants to discuss Shareholder Dividend problems - Item ‘Dividend Problems’ will be added to Old Business, Item 5.

Gary Oskolkoff – wants to discuss the Annual Meeting – Item ‘Annual Meeting’ will be brought up under the Presidents Report then Reordered to New Business, Item A.

Gary Oskolkoff motioned to adopt the agenda as amended. Roberta Oskolkoff seconded the motion. The Chairman asked if there were any objections to the motion. No objection. **The Chairman declared the agenda adopted.**

ADOPTION OF MEETING ADJOURNMENT

The Board discussed ending the meeting at 3 PM.

ADOPTION OF MINUTES

Board members did not have the opportunity to review the minutes, all members agreed to table the adoption of the minutes.

COMMITTEE REPORTS

President's Report

President – Gary Oskolkoff noted that the ‘Annual Meeting’ is defined by the bylaws as being the 2nd Saturday in April, which is April 9th, 10 weeks away. He suggested that a firm be hired to perform the Audit, hire a temporary staff person to update records, and then schedule a meeting in February to pass the standard resolutions.

The Chairman said this will be taken up as Item ‘A’ under New Business to be discussed further.

President – Gary Oskolkoff also noted that the office in Ninilchik was falling in disrepair. Backing this observation he presented a building inspectors report, lab results regarding mold and an air quality report.

MOTION

Sarah Stokes motioned that Gary handle the situation to get the building back up to code with a \$20,000.00 cap. Should he have to exceed that amount, he comes back to the Board. Roberta Oskolkoff seconded the motion. Discussion regarding this followed. Question was called. The Chairman asked if there were any objections to the motion. The Chairman asked if everyone understood the motion. No objection. **The Chairman declared the motion passed.**

President – discussed replacing Mr. Oberly’s retainer as the Corporate Attorney due to availability issues. He scheduled with Attorney Lloyd Miller to discuss the possibility of a retainer.

Discussion presented concerns/reservations about going forward with hiring attorneys without bringing it to the Board level for the Board Directive to do that. It was suggested that the President wait until after the meeting with Ninilchik and NTC for a clear understanding by all before presenting issues to the new attorney.

The Chairman clarified the Presidents concern with the working relationship with Oberly is not satisfactory and that he wanted to explore a possible relationship with another attorney.

President – discussed working with the bookkeeper to ensure all financial aspects are in shape for audit. Also noted, Crescent River Timber Venture - old ‘cd’ needs to be dwelt with to avoid penalties for late withdrawal. Discussed Alaska Forestry (Wade Warrenbrock) regarding reforestation issues. Discussed Tom Hines - suppose to return equipment as of November 18th. Discussed November 18th Board Meeting notes which

have not been approved - Timeframe has expired for Mr. Kvasnikoff to work with ARD and RDC as the manager on an unpaid basis.

MOTION

Treasurer – Sarah Stokes moved that the board remove Gary Oskolkoff, President; Eugene Steik, Vice President; Jerry Kvasnikoff, Chairman and Sarah Stokes as Treasurer from their positions on the board. Linda Henrikson Seconded the motion.

Sarah Stokes called the question.

The Chairman asked for a roll call vote.

Raymond Bouwens	Yes	Eugene Steik	No
Ray Deitz	No	Elaine Cooper	Yes
Sarah Stokes	Yes	Gary Oskolkoff	No
Linda Henrikson	Yes	Jerry Kvasnikoff	No
Roberta Oskolkoff	Yes		

Sarah Stokes motions to open nominations for the office of President. The Chairman asks if there are any objections. Eugene Steik objected to open the nominations for the office of President. Sarah Stokes makes a motion to nominate Elaine Cooper, Linda makes a motion to nominate Ray Bouwens. Chairman asks for a motion to close nominations, Linda makes a motion to close nominations, Sarah seconds the motion. Chairman asks if there are any objections. Hearing none, nominations are closed.

The Chairman asked for a roll call vote.

Eugene Steik	Abstain	Elaine Cooper	Elaine
Gary Oskolkoff	Abstain	Jerry Kvasnikoff	Abstain
Raymond Bouwens	Elaine	Roberta Oskolkoff	Elaine
Ray Deitz	Abstain	Sarah Stokes	Elaine
Linda Henrikson	Elaine		

The Chairman asked for results.

Roberta announces 4 abstentions and 5 votes for Elaine Cooper as President.

Sarah Stokes motions to open nominations for the office of Vice President. Elaine Cooper nominates Sarah Stokes for the office of Vice President. Linda Henrikson nominates Ray Bouwens. Chairman asks for a motion to close nominations. Sarah Stokes makes a motion to close nominations. Chairman asks if there are any objections. Hearing none, nominations are closed.

The Chairman asked for a roll call vote.

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Ray Bouwens	Sarah	Eugene Steik	Object
Elaine Cooper	Sarah	Ray Deitz	Ray B
Sarah Stokes	Sarah	Gary Oskolkoff	Abstain
Jerry Kvasnikoff	Ray B	Linda Henrikson	Sarah
Roberta Oskolkoff	Sarah		

Linda announces 5 for Sarah Stokes, 2 for Ray Bouwens, 1 Objection and 1 Abstain.

The Chairman announces that Sarah Stokes has been elected Vice President and that nominations will remain open and will now accept nominations for the office of Chairman. Linda nominates Ray Bouwens. Chairman asks if there are any other nominations. Linda motions that nominations cease. Chairman asks if there are any objections to close nominations. (Eugene Steik – objection). Chairman announces nominations are closed.

The Chairman asked for a roll call vote.

Ray Bouwens	Yes	Eugene Steik	Object
Ray Deitz	Object	Elaine Cooper	Yes
Sarah Stokes	Yes	Linda Henrikson	Yes
Jerry Kvasnikoff	Yes	Roberta Oskolkoff	Yes
Gary Oskolkoff	No		

Roberta announces 2 Objections, 1 No and 6 Yes.

Chairman announces nominations remain open for the office of Treasurer. Sarah Stokes moves to nominate Linda Henrikson. Chairman asks for any other nominations. Sarah Stokes moves to close nominations. Chairman asks for any objections. **Hearing no objections for the nominations for the office of Treasurer, the Chairman announces nominations are closed.**

Chairman asked if there were any objections to Linda being Treasurer. (Eugene Steik - objects, Ray Deitz – objects and Gary Oskolkoff – objects) Chairman announces, Linda is the Treasurer, there are 3 objections.

Linda Henrikson makes a motion that the Board assigns the duty of billing to Gary whether his title is Janitor or President or Director. Gary declines.

ARD/RDC Report

Linda Henrikson – No Report

Financial

Sarah Stokes – No Report

2RT Report

Eugene Steik - Spoke with Tom Hines, he will return the property Friday.

Hiring Committee

Ray, Linda – We had a good candidate who was sent to the oil spill, Selendang Ayu. Linda had a candidate who applied to her retail store that has experience that we can use. Between the two of those we are waiting to see if the lady who went to Unalaska will be back. That would be the choice.

Land Sales Committee

Roberta Oskolkoff – Linda is going over the contract. We need to add a clause regarding no 2nd mortgages. Also discussed where the funds will be deposited (First National Escrow). Discussed land evaluations for land across Inlet.

Financial Report

Sarah Stokes – Gottstein covered that.

NON-COMMITTEE REPORTS

Attorney Report W. Oberly

Gary Oskolkoff – Nothing more to say.

RDC/ARD Operation

Jerry – Nothing to say. Year-end report was sent via e-mail. Financials are in packet. Located an engine for repair of the D-8 Cat.

Anchorage Office

Ray Bouwens – CIRI Code of Conduct book. Dividend checks were mailed on a 2003 mailing list. People are applying for scholarships. Trails Committee – not willing to give easements to trails. Replacing lost checks – working on. FEMA – not willing to do any FEMA recovery for flood damage. Reforestation results – got approval for 3,056 acres. Employee search still continues. Niniichik cell phone – should disappear, no one in the office. Rentals are still empty.

OLD BUSINESS

NTC 640 ACRE – Tabled

2RT Appointments

Elaine Cooper – Explains the structure of the NNAI Board and the need to appoint 2 more members. Elaine makes a motion to open nominations for 2RT appointments for the NNAI board. Ray Bouwens seconds the motion. . **Hearing no objections the Chairman asks for nominations for Directors to serve on the 2RT Board for the next 5-6 months.** Ray Bouwens nominates Elaine Cooper; Linda Henrikson, nominates Ray Bouwens. Chairman asks for any other nominations. Ray Bouwens motions to close nominations. (Unknown, seconds). **Hearing no objections to close nominations, nominations are closed.**

The Chairman asked for a roll call vote. (Votes can be one, the other, both or abstain)

Ray Bouwens	No/Both	Eugene Steik	No/Both
Elaine Cooper	Yes/Both	Sarah Stokes	Yes/Both
Gary Oskolkoff	Yes/Both	Ray Deitz	Object
Jerry Kvasnikoff	Yes/Both	Linda Henrikson	Yes/Both
Roberta Oskolkoff	Yes/Both		

Chairman – Board has appointed Elaine Cooper and Ray Bouwens to the 2RT Board.

Elaine Cooper moves to retain Mr. Randy Hagenstein and Tom Hines on the 2RT Board until the Annual Meeting. Linda Henrikson seconded the motion.

The Chairman asked for roll call vote. (Votes can be one, both or abstain)

Ray Bouwens	Yes/Both	Eugene Steik	Object/Both
Elaine Cooper	Yes/Both	Sarah Stokes	No/Both
Gary Oskolkoff	No/Both	Jerry Kvasnikoff	Yes/Both
Ray Deitz	Object	Linda Henrikson	Yes/Both
Roberta Oskolkoff	Yes/Both		

Roberta announces 2 No, 2 Objects and motion passes.

Discussion notes that 2RT Tribe needs to appoint 2 of their members. It will be put on the agenda for the February meeting.

FEMA Appeal Status

Covered in the Anchorage Office Report.

DNR CRTV Need Resolution - Tabled

Gary Oskolkoff – The state is ready to release our bond on CRTV. We need a resolution from our board.

Dividend Problems

Covered in earlier report by Ray

NEW BUSINESS

Annual meeting

Eugene Steik motioned to have the meeting in April 9th as scheduled. Gary Oskolkoff seconded the meeting. The question called.

The Chairman asked for roll call vote.

Ray Deitz	Yes	Ray Bouwens	Object
Eugene Steik	Yes	Elaine Cooper	Object
Sarah Stokes	Obstain	Gary Oskolkoff	Yes
Jerry Kvasnikoff	Yes	Linda Henrikson	Yes
Roberta Oskolkoff	Object		

Roberta Oskolkoff wants her statement on record, “That without office help we can’t do a professional job, so I object.”

Majority Passed.

Reauthorization of a credit line for RDC - Tabled

MOTION

Elaine Cooper motions to pursue and audit firm, get an audit done within the next 30 days. Sarah Stokes seconds that motion. Sarah Stokes calls question. **Hearing no objection, motion passed.**

MOTION

Elaine Cooper motions that Jerry Kvasnikoff be retained in his position (30 days) until the audit is returned, then the board would revisit Mr. Kvasnikoff’s position with ARD/RD. Ray Bouwens seconds the motion. Sarah Stokes calls question. Chairman calls for objections. Linda Henrikson and Sarah Stokes object.

The Chairman asked for a roll call vote.

Ray Bouwens	Infavor	Eugene Steik	Object
Elaine Cooper	Yes	Sarah Stokes	Object
Gary Oskolkoff	No	Jerry Kvasnikoff	Yes
Linda Henrikson	No/Object	Ray Deitz	Yes
Roberta Oskolkoff	Yes		

Motion passes.

Shareholders United – Tabled

Ray's signing Authority Resolution – Tabled

Election Calendar – Already approved

White Mountain – (Not recorded on tape)

Resolutions Establishing Committees – Tabled

Location of Corporate Office

MOTION

Linda Henrikson motions that the board emphasize its endorsement of the Anchorage office as our official corporate location of NNAI. Sarah Stokes seconds the motion. Question called.

The Chairman asked for a roll call vote. (Yes–keeps office in Anchorage, No–does not endorse it)

Ray Bouwens	Yes	Eugene Steik	No
Elaine Cooper	Yes	Sarah Stokes	No
Gary Oskolkoff	No	Jerry Kvasnikoff	Yes
Ray Deitz	No	Linda Henrikson	Yes
Roberta Oskolkoff	Yes		

Motion Passed.

Ray Bouwens Contract – Tabled

Board Secretary/Treasurer Position – Solved

Land for Elder Housing

MOTION

Eugene Steik motions the board donate 30 acres from the Anderson property for the purpose of senior housing.

Discussion presents location issues, legality issues. Roberta Oskolkoff moves to table the discussion. Chairman calls for those in favor and those opposed. **Motion to Table succeeds.**

Time and place of next meeting

February 3rd, 11:30 AM.

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Sarah Stokes motions to adjourn. Gary Oskolkoff Seconds.