

**Ninilchik Natives Association, Inc.**  
**Board Meeting Minutes**  
**November 13, 2005**

Chairman Ray Bouwens asks that Elaine Cooper, President chair the meeting.

**CALL TO ORDER:** Elaine Cooper, President

**TIME:** 1:16 PM

**LOCATION:** Anchorage, Alaska

**PRESENT:** Ray Bouwens, Chairman (Telephone)  
Elaine Cooper, President  
Sarah Stokes, Vice-President  
Bobbie Oskolkoff, Secretary (Telephone)  
Linda Henrikson, Treasurer  
Tina Banner, Staff

**ABSENT:** Ray Dietz  
Gene Steik  
Paul Oskolkoff  
Gary Oskolkoff

**CHAIRMAN**

Chairman calls for Roll Call

**QUORUM**

The roll was called. Chairman declared a quorum.

**ADOPTION OF AGENDA**

Bobbie Oskolkoff – Motions to delete 9-a. Resolution 2005-10 (Old Business), create 10-e1 New Resolution Format, 10-e2 Homer Electric and 10-e3 Telephone Utility, 10-o Mileage Update – Adoption of IRS Rate Policy. Resolution 2005-14 Add Secretary to Safety Deposit Signing Authority.

Sarah Stokes - Motions to adopt the agenda as amended.  
Bobby Oskolkoff – Seconds

Linda Henrikson request to go into Executive Session 1:25 PM  
Back in Session 1:30 PM

Chairman calls for a vote:

Yes	5
Opposed	0
Abstentions	0

Motion to adopt revised agenda – Passes

### **MOTION**

Ray Bouwens - Motions to accept the adoption of minutes for November 18, 2004, January 22, 2005, February 3, 2005, May 21, 2005, June 23, 2005 and July 18, 2005. (June 30, 2005 Meeting cannot be voted on because it was just closed)

Sarah Stokes – Seconds

Chairman calls for a vote:

Yes	5
Opposed	0
Abstentions	0

Motion to adopt Minutes previously stated and listed on agenda – Passes

### **MANAGEMENT AND COMMITTEE REPORTS**

Elaine Cooper – President Report

Office in Ninilchik – Rented to NTC

Reforestation – Aerial seeding accomplished. Wade Wahrenbrock was unable to do a walk through to certify the regeneration surveys due to snow fall; he will accomplish this in the spring. He did note that 200 buffer strip on Oilwell Road will most likely have to be reforested (via planting.) I spoke with Courtney Sullivan about having that done through kid's camp with Darrel at NTC. Next spring we will still have to count 2 sections that were not counted previously.

Trails – Spoke with Homer Soil & Water regarding a meeting November 16, 2005 in Ninilchik. Ray will attend telephonically. Also spoke with representative from Tustemena 200 in regards to them using the trails – referred them to NTC Environmental. Shareholders United vs Ray Bouwens et al Indemnification Issue – Spoke with Mr. Marston, he said that Mr. Havelock was out of the office and had not had an opportunity to get back with him.

Ray Bouwens added:

Reforestation – Big “Thank you” to Tina for coordination of job.

Tustemena 200 – This is a 200 mile dog race that crosses some of our lands closer to the highway, along with CIRI, Mental Health, UAA and State and Federal Lands. They have a good history of policing their dog mushers.

Moose Hunting Season - Big “Thank you” to NTC working with us on getting the roads ready for the hunting season.

1100 Bridge – We made some progress there, looking forward to getting some of those things done.

Shareholder United Lawsuit – Kenai courts determination was decided in our favor, I believe that the lawsuit, the answer to the complaint and the decision be added into the minutes. Big “Thank you” to Linda and Tina in putting things together for the lawsuit.

Linda Henrikson added:

Shareholder United Lawsuit – Note: July 18<sup>th</sup> Special Meeting to seek indemnification (Page 2 of the Minutes) the motion says that we “would like to allow the Plaintiffs attorney, Mr. Havelock, the opportunity to review”, after 5 months that’s enough of an allowance, we should move forward.

Linda Henrikson – Treasurer Report

Tax returns were done by Mr. Stevens and were signed and sent off. A copy was provided for the office. There is nothing new to add about the financial status of the corporation.

Bobbie Oskolkoff – Secretary Report

Office Records – Thank you to Tina for all the work in updating our records and files, she is now working on getting together another packet on our lands.

Linda Henrikson – Hiring Committee

1-2 day Workshop/Retreat – it was suggested by all that a 1-2 day Workshop/Retreat be scheduled to address all matters.

Bobbie Oskolkoff – Land Committee

Anglers Crest – Tina and I are in the process of gathering all the information on the subdivision together to make a complete file (taxes, escrows, etc.) so that we can formulate a plan for the remaining acreage.

## **OLD BUSINESS**

Ray Bouwens – Motions to accept Resolution 2005-11.1 Annual Meeting and Proxy Deadline as a housekeeping item only.

Bobby Oskolkoff – Seconds

Chairman calls for a vote:

Yes	5
Opposed	0

Abstentions 0

**Motion to adopt Resolution 2005-11.1 Annual Meeting and Proxy Deadline – Passes**

Ray Bouwens – Motions to Reinstate the Confidentiality Policy.  
Linda Henrikson – Seconds  
Sarah Stokes – Calls question

Chairman calls for a vote:

Yes	5
Opposed	0
Abstentions	0

**Motion to Reinstate the Confidentiality Policy – Passes**

Bobbie Oskolkoff – Motions to retain current officers as stands. Bobbie feels that we do not show stability in the business world with officers changing all the time.  
No Second – Motion Dies

Sarah Stokes – Motions to open up for nominations.  
Ray Bouwens – Seconds

Sarah Stokes – Nominates Elaine Cooper as President  
Bobbie Oskolkoff – Seconds  
Ray Bouwens – Moves to close nominations

Chairman calls for a vote:

Yes	4	
Opposed	0	
Abstentions	1	(Elaine felt that she couldn't vote for herself)

**Motion – Passes, Elaine Cooper re-elected President**

Sarah Stokes – Motion to open up nominations for the position of Treasurer.  
Sarah Stokes – Nominates Ray Bouwens  
Bobbie Oskolkoff – Nominates Linda Henrikson  
Sarah Stokes – Moves to close nominations  
Ray Bouwens – Seconds

Chairman calls for a vote:

Ray Bouwens for Treasurer

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Yes 4  
Opposed 1  
Abstentions 0

Linda Henrikson for Treasurer

Yes 1  
Opposed 3  
Abstentions 0 (Ray felt he only needed to vote once)

**Motion – Passes, Ray Bouwens elected Treasurer**

Sarah Stokes – Motions to open nominations for the position of Vice President  
Elaine Cooper – Nominates Sarah Stokes  
Ray Bouwens – Moves to close nominations  
Ray Bouwens – Calls question

Chairman calls for a vote:

Yes 4  
Opposed 0  
Abstentions 1

**Motion – Passes, Sarah Stokes re-elected Vice President**

Sarah Stokes – Motions to open nominations for the position of Chairman  
Sarah Stokes – Nominates Linda Henrikson  
Ray Bouwens – Moves to close nominations  
Ray Bouwens – Calls question

Chairman calls for a vote:

Yes 4  
Opposed 0  
Abstentions 1

**Motion – Passes, Linda Henrikson elected Chairman**

Sarah Stokes – Motions to open nominations for the position of Secretary  
Sarah Stokes – Nominates Bobby Oskolkoff  
Ray Bouwens – Moves to close nominations

Chairman calls for a vote:

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Yes	5
Opposed	0
Abstentions	0

Motion – Passes, Bobbie Oskolkoff re-elected Secretary.

Gavel turned over to new Chairman, Linda Henrikson 1:57 PM

**RECESS**

Meeting called to recess 1:58 PM

**BACK IN SESSION**

Meeting back in session 2:03 PM

**NEW BUSINESS**

Code of Ethics – Tabled until next meeting, Tina will send out information to Executive Committee for review.

Budget Committee – Established new committee as Ray Bouwens-Chair, Linda Henrikson-Committee Member, Elaine Cooper-Committee Member.

Manager Selection Process – Will be taken up under the Budget Committee.

White Mountain – Sarah Stokes moved to Table until after a strategy meeting on all issues surrounding NNAI’s 8a(s) holdings and future business and legal counsel is on board.

Elaine Cooper - Seconds

Sarah Stokes – Called question

Chairman calls for a vote:

Yes	5
Opposed	0
Abstentions	0

**Motion – Passes**

Bobbie Oskolkoff - Moved to accept 2005-2015 Chevron USA lease (New land lease will be with State - \$5,000/year, Chevron giving State tower) Resolution 2005-19

Ray Bouwens - Seconds

Sarah Stokes – Calls Question

Chairman calls for a vote:

Yes	4
Opposed	0
Abstentions	1 (Sarah - lack of knowledge)

**Motion to accept 2005-2015 Chevron USA lease (Resolution 2005-19) – Passes**

Elaine Cooper - Moved to adopt the suggested format (NTC) and to include the signing by the President and the certifying by the Secretary at the end of the Resolution.

Sarah Stokes – Seconds

Ray Bouwens – Calls question

Chairman calls for a vote:

Yes	5
Opposed	0
Abstentions	0

**Motion to adopt NTC format of the Resolutions – Passes**

Elaine Cooper – Moved, per the recommendation of the Land Committee, that we move to adopt paying for the extension of the utilities (Resolution 2005-20 HEA and 2005-21 Telephone Utility) on the Angler’s Crest Subdivision.

Raymond Bouwens – Seconds

Elaine Cooper – Amends motion to include a ‘not to exceed’ to Resolution 2005-21.

Sarah Stokes – Calls question

Chairman calls for a vote:

Yes	4
Opposed	0
Abstentions	1

**Motion to adopt Resolutions 2005-20 HEA and 2005-21 Telephone – Passes**

Raymond Bouwens – Motions to accept Resolutions 2005-13 Corporate Signing Authority, 2005-14 Safety Deposit Signing Authority, and 2005-15 Wells Fargo Signing Authority, with the exception of adding the Secretary to 2005-14 as a signer.

Sarah Stokes – Seconds

Chairman calls for a vote:

Yes	5
Opposed	0
Abstentions	0

**Motion to accept Resolutions 2005-13, 2005-14 and 2005-15 – Passes**

Raymond Bouwens – Moves to pass Resolution 2005-16 ANCSA 14(c)(3) Map of Boundaries.  
Bobbie Oskolkoff – Seconds

Chairman calls for a vote:

Yes	4
Opposed	0
Abstentions	1

**Motion to adopt Resolution 2005-16 – Passes**

Sarah Stokes – Motions to adopt Resolution 2005-18 Corporate Lawyer, Jane Sauer  
Elaine Cooper – Seconds  
Sarah Stokes – Calls question

Chairman calls for a vote:

Yes	4
Opposed	0
Abstentions	1

**Motion to adopt Resolution 2005-18 Corporate Lawyer, Jane Sauer – Passes**

Ray Bouwens – Motions to move the corporate offices from Anchorage to Ninilchik.  
Sarah Stokes – Seconds  
Elaine Cooper – Calls question

Chairman calls for a vote:

Yes	0
Opposed	5
Abstentions	0

**Motion to move corporate offices from Anchorage to Ninilchik – Fails**

Sarah Stokes – Requests to go off the record 2:19 PM  
Back on Record 2:25 PM

Sarah Stokes – Motions to reduce board members to 7 from 9 members.  
Raymond Bouwens – Seconds

Discussion: Ray notes that we just moved from 7 to 9 members due to a more progressive time in business. As it is we only get positive work out of 5 of the 9 members. Bobbie supports Ray's vote because she was on the board when it was smaller and the work load continually fell on 3 members. Bobbie wants the record to show that corporations need to be productive.

Sarah Stokes – Calls question

Chairman calls for a vote:

Yes	0
Opposed	5
Abstentions	0

### **Motion to Reduce Board Members from 9 to 7 – Fails**

Sarah Stokes – Motions to conduct an audit of financial transactions of NNAI for the last 5 ½ years.

Elaine Cooper – Seconds

Discussion: Sarah notes that we've already spent money on audits; we need to spend money on forward progress of movement, hiring a CEO, etc. I'd rather not see us spending more money on audits that aren't going to produce anything other than the audits that have been produced. Ray supports Sarah's vote and does not see that any audits have shown problems with our books. Per Robert's Rules, Linda Henrikson moves the gavel to Elaine Cooper in order to make a comment 2:42 PM – "During my tenure as Treasurer of this corporation, I've spent extensive hours, days and weeks reviewing the financial transactions and have only found some irregularities, a couple of double payments that just need to be corrected; I found things that had poor descriptions that looked like a payment to an employee, but was an actual receipt (like from NAPA). So there were only a few accounting errors that were personnel related as oppose to fraud. I found those, not one of the auditors found them. I believe it's a waste of money, we need to get the Budget Committee on board, we need to get a CEO on board and we need to go forward and make money rather than spending it."

Elaine Cooper transfers the gavel back to Linda Henrikson at 2:45 PM

Ray Bouwens – Calls Question

Chairman calls for a vote:

Yes	0
Opposed	5
Abstentions	0

**Motion to Motions to conduct an audit of financial transactions of NNAI for the last 5 ½ years – Fails**

Sarah Stokes – Request to go off record 2:40 PM  
Back on Record – 2:49 PM

Bobbie Oskolkoff – Motions to strike item 10-n, New Business (Motion to indemnify Raymond Deitz, Gary Oskolkoff, Paul Oskolkoff and Eugene Steik) because it's improper.

Sarah Stokes – Seconds  
Sarah Stokes – Calls question

Chairman calls for a vote:

Yes	5
Opposed	0
Abstentions	0

**Motions to strike item 10n, New Business because it's improper – Passes**

Raymond Bouwens – Moved to adopt the IRS published rates for mileage reimbursement whenever they change.

Elaine Cooper – Seconds  
Sarah Stokes – Calls question

Chairman calls for a vote:

Yes	5
Opposed	0
Abstentions	0

**Motion to adopt IRS published rates whenever they change – Passes**

Elaine Cooper – Board directs Linda Henrikson, Chairman authority to discuss the slanderous letter Eugene Steik mailed to shareholders with Jane Sauer, Corporate Attorney with a maximum \$5000 expenditure.

Linda Henrikson – Board directs Elaine Cooper, President to go back to Mr. Marston according to the motion made in the July 18, 2005 board meeting, which was “allowing” Mr. Havelock the opportunity to review the recommended attorney. We believe enough time has been allowed and we would like to direct our President to go back to Mr. Marson to perform the review.

**DATE OF NEXT MEETING**

November 20, 2005 – 1 PM Telephonic to poll on meeting minutes (June 30, 2005 and November 13, 2005)

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**ADJOURNMENT** – 3:00 PM