

**Yakutat Regional Aquaculture Association
Board of Directors Annual Meeting
April 3, 2017
High School Auditorium**

Board Members Present: Wayne Ivers, Jonathan Pavlik, Sheri Nelson, Casey Mapes, Enoch Schertel, Larry Bemis, Herb Holcomb, Sam Demmert, Pat Robbins, Harold Robbins, Jimmy Jensen, Lowell Petersen, and Nick Holcomb

Public: Adam Coyne and Kathy Hansen, Consultant by Teleconference.

Absent: Beverly Bremner and Jesse Pavlik

The meeting was called to order at 6:42 pm by Casey Mapes who ran the meeting. It was determined that a quorum existed.

Nick/Harold made a motion to approve the agenda as a guideline. Passed without any opposition.

MINUTES: Herb/Nick made a motion to approve the minutes from 2/22/14, 12/10/14, 3/7/15, 1/29/16 and 5/28/16. Passed without any opposition.

ELECTIONS:

FISHERMEN'S SEAT: Kathy explained that postcards asking for nominations were sent out in October and that no names were submitted for consideration so ballots weren't sent out. The two seats that were up were two set net seats – one held by Sheri Nelson and one by Wayne Ivers. Kathy commented that the board could appoint individuals to the two seats since there wasn't any names submitted and therefore are technically vacant.

Nick/Harold made a motion to nominate Sheri Nelson for a three-year term for a set-net seat. Passed without any opposition.

Wayne asked what the policy is when a person sells a permit as he is considering selling his permit. Kathy said that the *Board did not have a policy or that situation addressed in the bylaws at this time but that it should be considered and addressed at another time as well as what process should be followed when no names are nominated for a seat.* After discussion, Wayne agreed to serve for a one-year term.

Herb/Nick nominated Wayne Ivers for a 1 year term. Passed without any opposition. This means when elections are held in the fall – this seat will be re-advertised for a two year term.

NON-FISHERMEN'S SEATS:

Sheri said that Beverly had contacted her and she is no longer on the Regional Board but is interested in continuing to serve on the YRAA Board. Kathy pointed out that she still qualifies for the seat she is holding as that is for a regional/tribal or shareholder representative. Her seat is up for re-election in 2018. Kathy went on to explain that the three non-fishermen seat up for re-election is the sport seat held by Pat Robbins and he had submitted his name for another term, the subsistence user seat held by Jimmy Jensen and the Assembly/Chamber liaison seat held by Nick Holcomb. The assembly at their last meeting passed a motion to recommend Nick Holcomb for another term on the YRAA Board.

Herb/Nick made a motion to elect Pat Robbins for the sport representative seat. Motion passed with no opposition.

Nick/Wayne made a motion to elect Jimmy Jensen for the subsistence user seat. Motion passed with no opposition.

Wayne/Jimmy made a motion to elect Nick Holcomb for the assembly/chamber representative seat. Motion passed with no opposition.

ELECTION OF OFFICERS: Kathy answered the questions that officer's terms are for one year.

Nick/Pat made a motion to elect Larry Bemis for President. Motion passed without opposition.

Herb/Nick made a motion to elect Casey Mapes for Vice-President. Motion passed without opposition.

Nick/Wayne made a motion to elect Jonathan Pavlik for Treasurer/Secretary. Motion passed without opposition.

PROJECT UPDATE/PLANNING:

Kathy led off this discussion. We won't be discussing the land lease as I notified the Board through email on March 23rd that the Kwaan didn't teleconference me into their Board meeting and that it had been suggested to not spend any more money in pursuing a land lease/site on YTK land. The following day I had resent the report on the Puget Cove site. With this site it would have to be a smaller program as less water is available. The question was asked if you can use chlorinated water for hatching the eggs. Kathy didn't know the answer but found out later that chlorinated water could be used but had to be treated and de-chlorinated. For the Puget Cove site the next step would be to have Tetra Tech come in and look at the engineering necessary for water collection and feasibility. Talked to Tetra Tech earlier today and they would want to take this slowly and small step at a time – stopping work if it appears that the site wouldn't work. Estimate would be approximate \$5,000 to \$10,000. A question was asked about the number of fish returning from a 12 Million egg release. Kathy said a 12 million release would return approx. 114K fish for cost recovery and 170K fish for commercial fisheries. Larry suggested that we look at several smaller projects around town. Sheri asked when she took the tour at DIPAC they had mentioned dropping the fry in a lake and how does that work?

Kathy said that DIPAC raises unfed sockeye fry and drops them in a lake but you still need a site with water and a building in order to raise the eggs. It's also done with coho. Kathy has been checking and still is but has not found a successful program where the project is done wholly in river without a separate water source. Several she checked on using river water with the silt caused problems with the project. It was asked if the Little Dock site was ever looked at with any of the studies we have done yet. She was asked what it might cost to look at both the Puget Cove site and the Little Dock site. Don't think it would double the cost maybe 1-1/2 times. Herb mentioned that a gravity fed site is more cost efficient. **Herb/Nick made a motion for Kathy to pursue additional feasibility / information necessary for development of a site for both the Little Dock site and Puget Cove with Monti Cove the next site to be looked at if possible up to \$10,000. Motion passed with no opposition.**

Herb/Nick made a motion to include within the minutes documentation on the money spent on the YTK site feasibility analysis, the suggestion from YTK that we don't spend any more money on the Sawmill Cove site and why the board is switching gears at this point. Passed. *(As requested, approximately \$88,091.00 has been spent on water quality testing, analysis, engineering but does not include KLH consulting time or staff time. The following information was received by phone call from Matt McDaniel, that the YTK Board was not interested in having the lease discussion on the agenda. That said the message when given to me by Matt McDaniels was that he would recommend that YRAA not spend any additional funds at this time for this site (email sent to Board 3/23/17.)*

Kathy went on to suggest that the board make a motion if either of the two sites (Little Dock and Puget Cove) become promising to approach the City about pursuing water rights as those need to be secured before a hatchery permit can be submitted. **Nick/Wayne made a motion to approach the city about water rights if the site looks promising. Motion passed with no opposition.**

CHUM SAMPLING: Kathy just read the information in the email that she received from the Dept on the Chum Sampling. We did not have to pay to get the sampling results although we offered. Email is attached to the minutes. It was suggested that we follow up and try to get more understanding of the detail of what stocks they compared the samples to and possible spatial separation.

Discussion came back around about who the Salmon Board worked with on grants, can you incubate wild stocks in the river. Casey suggested that we write Fish and Game and if there are any cooperative projects that we can do with YRAA's Funding that would help with some of the systems/stocks that are struggling in the Yakutat region such as Lost River.

FINANCIAL:

Kathy presented the current financial information and 3 alternative budgets with possible ways that the Board could go. Included in the documents presented were: 2016 Tax Summary; Budget/Financial Page with 2017 expenditures through 2/28/17 sent with Board package, Page

labeled Financials (has comparison of 2012-2016 Profit and Loss); and a one page Budget/Financial that showed 2016 adopted budget, 2016 actual and 3 alternative Draft budgets and actual expenditures thru 2/28/17. The checking account as of 2/28/17 (last reconciliation) had \$134,410.74 dollars and the Gaming account was under \$500.00. Kathy presented her latest reimbursement request #14 for \$7,354.12 including postage for board packets, nomination postcards (no ballots as no names were submitted for any of the seat). Labor time was broken out by month with brief descriptions of work performed.

The draft budget for 2017 that had three alternatives are broken down as follows: Alt A would have had a \$41,710.82 loss for the year and would have been a status quo budget; Alt B would have started as a status quo budget with reduced funding for consulting fees and water testing, planning and permitting creating a budget with a loss of \$22,210.82; Alt 3 would close the office and office assistant as of June 1st, reduced consulting fees and water testing, planning and permitting for a draft budget with a loss of \$10,394.64.

Herb/Nick made a motion to pay Kathy Hansen reimbursement #14 of \$7,354.12. Motion Passed.

The three alternative budgets were discussed. Some said they hadn't received the budget alternative and difficult to discuss without seeing the alternative. Herb and Casey both brought a copy and was shared among board members. Sheri said that we would likely be losing the office space in the next 8-12 months. Kathy explained that the office lease required a two month notice. During discussion comments were made about the importance of having a link in Yakutat and a place for fishermen to get information. Sheri was asked about staying on part time and working from home. Wayne commented that by now we expected to have fish in the water and full time job. We have stalled out and should furlough the office until fish is in the water. Casey commented that we need to work within the parameters of the budget and funds we are earning. Larry that it is a large set back with the Kwaan not interested in granting us a lease but what can we do. There isn't any money in the State Capital budget for help, no fish in the water or returning, we have to go back to the start. Don't like how vague the chum sampling results are but numbers don't lie and we need money for studies and to figure out how to more money. Casey, agreed with Larry and deeply appreciate the work done so far. Does want YRAA to be a success. Harold said it is very appreciative but is evident that we have to deal with the money available.

Herb/Jimmy made a motion to give the two-month notice cancelling the office space. Nick called for the question and motion passed.

Herb/Nick made a motion to pass the Alt C budget. Motion Passed.

Discussion about the mechanics of closing the office. Should the phone number be kept, should stuff be put in storage or sold, such as desk, computer, bookshelf and printer. Comment was made that as we got closer to the end of the lease could work out the details.

Herb/Nick made a motion to authorize Kathy working with Hesson & Deakins to prepare and file the 2016 taxes and for payment of the accountant and for Kathy Hansen to sign the return as agent for the Corporation. Motion Passed.

Nick/Pat made a motion to pass a resolution to change the bank signatures on the account to include the current slate of officers. Motion passed.

Herb/Pat made a motion to pass a bank resolution to close the gaming checking account. Motion passed.

Kathy gave an update on the Tier III anti-degradation regulations and nothing significant has changed since the last update. Followed by a discussion about Chinook and salmon incubation. The Norton Sound incubation manual sent out by email for informational purposes.

The Board discussed HB 107 – Fisheries enhancement permit legislation. **Herb/Nick Letter of support for HB 107. Motion Passed.**

Meeting was adjourned at 8:44 pm

DRAFT

Yakutat Regional Aquaculture Association

**Board of Directors Meeting
Monday April 3, 2017 6:30 pm**

DRAFT AGENDA

Call the Meeting to Order

Determine Quorum

Approve Agenda (as guideline for meeting)

Minutes:

Approve Minutes from 2/22/14, 12/10/14, 3/7/15, 1/29/16, and 5/28/16

Elections:

Fishermen's Seats
Non – Fishermen's Seats
Election of Officers

Project Update/planning

Project Update and Land Lease package sent to Yak-tat-Kwaan
Next Steps – Puget Cove?
DNR Water Authorization
Chum Sampling

Financial:

Update (2015 expenditures; current balance)
Dept of Labor (still have credit of \$1,734.02)
D&O Liability Insurance
Reimbursement approval for Consulting
Budget – motion to approve
IRS & Corp taxes – motion to authorize Kathy & Hesson & Deakins to prepare and file 2016 taxes and for payment of accountant and Kathy Hansen to sign return as agent for the Corporation
New Bank Resolution for check signers
Resolution to Cancel Gaming checking account or to add enough money to acct that no monthly charges are accumulated

Tier 3 Outstanding National Resource Waters

Discussed last year – update

Chinook Rehabilitation – follow up from last year as requested

HB 107
Moist Air Incubation

Yakutat Regional Aquaculture Association, Inc
BANKING RESOLUTION
2017 -04.03

At the April 3, 2017 Yakutat Regional Aquaculture Association, Inc. (YRAA) annual board meeting with a quorum present did unanimously make the following two motions for actions to be taken in cooperation with the First National Bank of Anchorage, Channel Branch.

The Board wants to close the Checking Account (set up for Gaming) #30999189 and transfer the remaining funds in the account to YRAA's main checking account #30850903.

The Board wants to update the individuals that are able to sign on the account by removing Nate Endicott who is no longer a Board member and adding Casey Mapes who is the Vice-President. The following three individuals Larry Bemis, Jonathan Pavlik and Casey Mapes will be able to sign on the account where two signatures are necessary for each check.

This is true and accurate account of actions taken by the YRAA Board of Directors on April 3, 2017.

(KLH NOTE 12/3/17: Done and Gaming Checking acct funds transferred over 4/13/2017 to YRAA Checking acct)