**matanuska teleCOM association, inc.**

**annual meeting of the membership**

**raven hall, alaska state fairgrounds**

**palmer, alaska**

**june 7, 2023**

The Annual Meeting of the membership of Matanuska Telecom Association, Inc. was called to order by Chief Governance Officer Ken Kincaid, at 6:31 p.m., on June 7, 2023. The meeting was held in a hybrid format, virtual attendance was available via Zoom and in-person attendance was held at Raven Hall on the Alaska State Fairgrounds in Palmer, Alaska.

CGO Kincaid welcomed members and other guests. He reviewed the procedures for members attending online, which were also displayed on the screen for reference. He reminded attendees that the meeting agenda and minutes were available on the MTA website and printed copies were available at the registration desk near the entrance.

CGO Kincaid asked the audience to please stand for the Pledge of Allegiance, led by Director John Warner.

CGO Kincaid introduced the Board of Directors, MTA management and others at the head table with him. In attendance were:

Alan McBee, Board Director

John Warner, Board Director

Craig Thorn, Board Director

Roxie Jorgenson, Board Secretary

Michael Burke, MTA Chief Executive Officer

Andy Leman, Legal Counsel and Parliamentarian

Tracy Ressler, Board Governance Officer

and himself, Ken Kincaid, Chief Governance Officer

Registrar Rebecca Rindal, from the CPA firm of Sramek Hightower, provided the Certification of Quorum Report. Ms. Rindal reported that registration closed at 6:30 p.m., and a quorum was established with 86 members in attendance online and in-person.

CGO Kincaid called for a motion to approve the agenda for the 2023 Annual Membership Meeting, as presented. Motion was duly made and seconded. There were no objections. Motion carried.

Board Secretary Roxie Jorgenson read the Official 2023 Annual Meeting Notice into the record:

“*The Annual Meeting Notice was given pursuant to Article III, Sections 1 and 3 of the Bylaws of Matanuska Telecom Association, Incorporated, that the Annual Membership Meeting of the Association will be held on Wednesday, the 7th day of June 2023, starting at 7:00 p.m. The MTA Board of Directors unanimously approved to conduct the membership meeting both in-person and virtually.*

*Ms. Rebecca Rindal, an agent to Sramek Hightower CPA firm, certifies that on the 9th day of May 2023, there was mailed to each active member a Ballot and Notice of the Annual Membership Meeting of the Cooperative stating place, date, and time. The notices, with postage, were placed in the United States mail on that date.*

*A true and correct copy of the Notice, as mailed, is available at the headquarters of the Association.”*

Board Secretary Jorgenson reported, pursuant to MTA Bylaws Article VI, Section 5(g), that she certified, based on the information provided to the MTA Board of Directors under MTA Board Governance Policy Executive Limitation 1.8, that the MTA CEO remuneration, including the value of benefits, for the year ending December 31, 2022, was $595,000.00.

Board Secretary Jorgenson reported per Bylaw Article XI, Section 4, MTA is required by its lender, as well as the MTA Bylaws, to undergo an annual audit of its financial records. The audit must be conducted by a qualified independent CPA firm. MTA retained Moss Adams, LLC, an independent firm who specializes in the telecommunications industry, as well as telecom cooperatives, to review its books of record, as of December 31, 2022. The firm is required to report its findings directly to the MTA Board of Directors and did so on April 12, 2023, at their regularly scheduled board meeting. Moss Adams provided a clean audit report and indicated no material misstatements or internal control deficiencies.

In addition, MTA is also required to have an audit of its ERISA qualified retirement plan on an annual basis. MTA retained the independent audit firm of Moss Adams to conduct the audit of its 401K/Defined Contribution Plan, as of December 31, 2022. Because of timing for reporting of census data as prescribed within the actuarial industry, defined contribution audits are conducted during the Summer and Fall of the succeeding year. As such, this audit is scheduled for completion in August 2023. MTA has never had a deficiency of any kind noted by the CPA firm for its retirement plan.

CGO Kincaid announced that voting would close in 10 minutes. He informed members to see the Election Contractor at the registration table to cast their ballot.

CGO Kincaid called for a motion to approve to dispense with the reading of the minutes of the 2022 Annual Membership Meeting held June 1, 2022. Motion was duly made and seconded. There were no objections. Motion carried.

CGO Kincaid next called for the Nominating Committee report by the Committee Chair, Ms. Randi Perlman. Ms. Perlman stated that the members of the Matanuska Telecom Association Nominating Committee, as approved by the Board of Directors in accordance with the Bylaws, are Gary Hessmer, Merry Braham, Chas St. George, Clay Walker and herself – Randi Perlman. The Committee requested each person interested in running as a candidate submit a board candidate application, resume, short personal bio, conflict of interest certification and disclosure form and answers to the following two questions:

* Why do I want to serve on MTA’s Board of Directors?
* In your opinion, what are some of the biggest challenges facing MTA and how will you serve to best meet those on behalf of MTA members?

Deadline to submit applications and all required attachments to the Nominating Committee was by 5:00 p.m. on March 1, 2023. The Nominating Committee received three applications. The Committee unanimously voted to recommend to the membership all three applicants for placement on the ballot for the 2023 Annual Election for the MTA Board of Directors. The names of those candidates are Lee Cruise, Ken E. Kincaid and Craig A. Thorn.

CGO Kincaid thanked Ms. Perlman and the other Nominating Committee Members for their work. He encouraged members who were interested in serving on an MTA committee to reach out to the Board or staff.

Board Secretary Jorgenson reminded the membership that voting will close after candidate speeches, announcing the first call for ballots. She instructed the candidates they have three minutes each to address the members and explain why they want to serve on the MTA Board. The candidates addressed the membership, in alphabetical order, with Mr. Lee Cruise going first, followed by Mr. Ken Kincaid and closing with Mr. Craig Thorn.

Prior to Mr. Thorn’s candidate address, Board Secretary Jorgenson announced the second call for ballots.

At the conclusion of the candidate addresses, CGO Kincaid announced the last call for ballots. He thanked the Election Committee for their service to the co-op in overseeing the election process. Committee members are Judy Crosby, Maraley McMichael, Marcia Harlamert, Fran Strother, Vera Hershey, and Joann Ramage.

Ms. Rindal, CPA with Sramek Hightower, read the voting procedures and balloting report. The number of members on the date of record, April 11, 2023, consisted of 33,688 members. Election packets were assembled by an independent printer. Password postcards, for online voting, were delivered to the Anchorage Airport Post Office on May 8th and the election packets were delivered to the same post office on May 9th. Sramek Hightower personnel observed the delivery on both days. Ms. Rindal met with the Election Committee and MTA staff on May 10th to review the balloting procedures.

Online voting opened May 9th, the same day the election packets were mailed. The first mailed ballots were picked up at the Palmer Post Office on May 10th. After each pickup, Sramek Hightower entered the member number in the software developed by Raptor Software, LLC, which was also used for online voting. The election software tracked online voting to prevent a subsequent mailed ballot from being counted.

The criteria for a valid ballot envelope is two-fold: 1) the member at the date of record must sign the ballot envelope, and 2) the member number must be on the ballot envelope. Each return envelope mailed to MTA members included the member’s name and number. The member was required to vote the ballot, sign the return envelope and mail it back in a timely manner in order to be counted by Tuesday, June 6th at 5:00 p.m.

The ballots were designed to be counted by Print Works on the Imagecast Precinct Ballot Tabulation Machine. Valid ballot envelopes were grouped into batches of 100 and opened in the presence of the Election Committee and counted earlier today, June 7th. After the ballots were opened and deviations, such as torn corners, red ink, or incomplete circles, were corrected by the Election Committee, the ballot tabulation machine counted the machine-readable ballots. The counting of the mail ballots was completed at 1:30 p.m. today.

Ms. Rindal reported that of the 33,688 ballots mailed, there were 1,974 ballots returned. There were 42 mailed ballots that were determined invalid due to no member signature or incorrect member signature. This resulted in 1,932 valid mail ballots. There were 1,034 ballots cast online. Total ballots cast, online and by mail was 3,008.

CGO Kincaid presented the Board’s address to the membership. He talked about how this year marks the 70th anniversary of the cooperative and, in looking through the historical photo gallery set up at the back of the room, what an impact MTA has had on the surrounding communities. He said MTA makes it possible for people to come to our communities, prosper, raise their families, access education, and enhance our local economy. He explained the benefit of MTA’s AlCan ONE fiber project and how that will future-proof our network. He shared his personal interactions with MTA’s Help Desk staff and said they are second to none in delivering personal, professional support. He commended CEO Burke and the team that he’s built, saying it’s an honor to represent the membership of MTA and work with this team toward MTA’s continued success.

CEO Michael Burke welcomed members to MTA’s Annual Meeting. Looking back over 70 years of providing telecommunication services to the area, he said it boils down to three things: empowerment, connection and innovation. He described MTA’s humble beginnings, using left-over military infrastructure to try and connect with our neighbors, to cutting edge fiber optic technology that allows us to connect to the world. He explained that the marketplace demands constant innovation and MTA employees are always exploring new products and services that will benefit our members.

He highlighted MTA’s investment in its network infrastructure over the past few years. Under the Alaska Plan, which is the federal funding from the FCC, MTA has invested over $214 million over the last five years. We’ve upgraded over 1,166 members with fiber. This year, we’ll deploy over 2,600 locations with fiber to the home, as the increased need for bandwidth grows. CEO Burke said MTA is proud to be providing services that are transformative for our communities, setting us apart by offering more opportunities for success and growth.

CEO Burke introduced the video which serves as MTA’s digital Annual Report to members, highlighting accomplishments over the past year.

CGO Kincaid announced there was no unfinished business from last year and moved into new business. He introduced Mr. Jonathan Babbitt, a member of MTA’s executive team who also serves as the President of the MTA Foundation Board, to announce the 2023 Scholarship winners.

Mr. Babbitt announced the scholarship recipients and extended congratulations to each of them for their outstanding achievements. Special recognition was given to former MTA Board Director Mr. Earl Lackey, who the scholarship program proudly honors for his outstanding civic and community involvement. The Foundation awarded 29 scholarships for a total of $75,000. Mr. Babbitt also thanked the Scholarship Review Committee: Stacie Stigar, Jackie Kenshalo, Jennifer Barnes, Serena Martino and Vanessa Jusczak for their many volunteer hours reviewing scholarship applications.

CGO Kincaid thanked Mr. Babbitt and the other Foundation Board Directors, LaMarr Anderson, Stephanie Berta, EJ McCrea and John Warner for their service.

Next on the agenda was member comments. CGO Kincaid asked if there were any members, either online or in person, who wished to address the membership. The following member comments were made:

Ms. Judy Scorup shared her recent experience when she and her son called in for help from MTA tech support. She said they received help right away and were able to resolve the issue successfully. She said her son told her, “*I have been all over the world and the United States with the Army and I have never had that kind of service*.” Ms. Scorup said she wanted to commend tech support and MTA.

Mr. Chuck Kaucic shared that he’s been a member for over 40 years and has worked as a volunteer for MTA in the past. He asked the Board to consider providing a lower cost plan for seniors, to provide “senior equity” so minimal users pay a minimal fee.

CGO Kincaid moved to the next agenda item which was prize announcements. Ms. Rindal announced the $500 early voter winner, Mr. Robert Beck. This winner was drawn by Sramek Hightower, CPAs. Door prize drawings followed, with prizes awarded to members who were in attendance and online.

Ms. Rindal thanked MTA for allowing Sramek Hightower, CPAs to assist with MTA’s 2023 election. She stated the election results have been tabulated as follows:

Results of Proposition A amendment to the MTA Bylaws:

* Improving Process for Removal of Board Member
  + Yes = 2594 No = 341

Amendment passes.

Results for election of Directors:

* Lee Cruise 1346 votes
* Ken E. Kincaid 3065 votes
* Craig A. Thorn 3195 votes

Therefore, Ken Kincaid and Craig Thorn were both elected to four-year terms. Ms. Rindal concluded her report by thanking the members and MTA.

CGO Kincaid thanked all the members who attended the meeting and for engaging with their co-op. He reminded them that a special MTA Board meeting to elect officers will start in just a few minutes and if they wish to attend, to please stay connected to the virtual meeting or remain seated.

With no further business to come before the membership, the meeting was adjourned at 7:35 p.m.

Approved by the Matanuska Telecom Association, Incorporated membership at the 2024 Annual Membership Meeting held on June 5, 2024.

ATTEST: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Secretary/Treasurer

ATTEST: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

CGO