

**MATANUSKA TELECOM ASSOCIATION, INC.
ANNUAL MEETING OF THE MEMBERSHIP**

**RAVEN HALL, ALASKA STATE FAIRGROUNDS
PALMER, ALASKA
JUNE 4, 2025**

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 4, 2025. 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 D. McBee, Board Director
John Warner, Board Director
Craig Thorn, Board Director
Roxanna 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 113 members in attendance, online and in-person.

CGO Kincaid called for a motion to approve the agenda for the 2025 Annual Membership Meeting, as presented. Motion by Mr. Chuck Kaucic and seconded by Mr. Earl Lackey. There were no objections. Motion carried.

Board Secretary Roxanna Jorgenson read the Official 2025 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 4th day of June 2025, starting at 6:30 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 7th day of May 2025, there was mailed to each active member a Ballot and Notice of the Annual Membership Meeting of the Cooperative stating the 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, 2024, was \$674,508.40.

Under Bylaw Article XI, Section 4, and additionally required by its lender, MTA must 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, 2024. The firm is required to report its findings directly to the MTA Board of Directors and did so on April 23, 2025, 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 August 28, 2024. 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 2025. 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 2025 Annual Membership Meeting held June 5, 2024. Motion by Mr. Charles Kaucic and seconded by Ms. Barbara Entsminger. There were no objections. Motion carried.

CGO Kincaid next called for the Nominating Committee report by the Committee Chair, Ms. Brenda Shelden. Ms. Shelden stated that the members of the Matanuska Telecom Association Nominating Committee, as approved by the Board of Directors in accordance with the Bylaws, are Randi Perlman, Merry Braham, Chas St. George, Kristy Bernier, Gary Hessmer, and herself – Brenda Shelden. 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 greatest opportunities and 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 February 25, 2025. The Nominating Committee received one application. The Committee unanimously voted to recommend to the membership the applicant for placement on the ballot for the 2025 Annual Election for the MTA Board of Directors. The candidate was incumbent Director Alan D. McBee.

CGO Kincaid thanked Ms. Sheldon 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.

CGO Kincaid announced the first call for ballots and reminded the membership that voting will close after Director McBee's candidate address. Director McBee addressed the members to explain why he wants to continue to serve on the MTA Board. He stated that it has been an honor to represent the Association for the last three years. He addressed why fast, reliable internet is important and how MTA provides these services to the members. MTA is a good corporate citizen, that supplies scholarships, grants, and a sports center in terms of fiscal importance to the community. Director McBee thanked the membership for their votes and is honored to serve the members of MTA.

At the conclusion of the candidate address, 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 9, 2025, consisted of 33,032 members. Election packets were assembled by an independent printer. Password postcards, for online voting, were delivered to the Anchorage Airport Post Office on May 6th and the election packets were delivered to the same post office on May 7th. Sramek Hightower personnel observed the delivery on both days. Ms. Rindal met with the Election Committee and MTA staff on May 19th to review the balloting procedures.

Online voting opened May 7th, the same day the election packets were mailed. The first mailed ballots were picked up at the Palmer Post Office on May 8th. 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 3rd 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 4th. 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 1:00 p.m. today.

Ms. Rindal reported that of the 33,032 ballots mailed, there were 1,711 ballots returned. There were 34 mailed ballots that were determined invalid due to no member signature or incorrect member signature. This resulted in 1,677 valid mail ballots. There were 1,074 ballots cast online. Total ballots cast, online and by mail was 2,751.

CGO Kincaid presented the Board's address to the membership. CGO Kincaid discussed AICan ONE and how it provides value to members. He discussed Right-of-Way procedures in terms of replacing copper with fiber-to-the-home to provide better internet. CGO Kincaid thanked the members for coming to vote and staying engaged in MTA as a company. He thanked CEO Burke for his years of service, the culture he has created with the employees, his dedication to the membership, and wished him a happy upcoming retirement.

CEO Michael Burke welcomed members to MTA's Annual Meeting and announced his planned retirement effective September 2025. He reflected on being asked by former Board Director Earl Lackey to serve as interim CEO following Mr. Berberich's retirement. He also spoke about the early challenges he faced, including expanding services and securing internet capacity from other carriers. CEO Burke highlighted the importance of the AICan ONE redundancy project in supporting reliable connectivity for growing communities. He concluded by noting MTA's growth of more than 5,000 members since 2016 and over \$300 million in network investments.

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 concluding by saying he appreciates the opportunity to serve MTA and he views himself as MTA's advocate in federal and state arenas to minimize any detrimental impacts to MTA's members.

CEO Burke concluded by expressing his appreciation for the opportunity to serve MTA's members and his hope that he has made a meaningful impact in their lives. He then introduced a digital presentation from the Battle Dawgs organization as part of the Employee Giving Campaign.

CGO Kincaid reported that there was no unfinished business from the prior year and moved into new business. CEO Michael Burke then took the podium to discuss the MTA Foundation. He recognized Mr. EJ McCrea for his years of outstanding service on the MTA Foundation Board and presented him with a plaque in appreciation of his contributions. CEO Burke then introduced Mr. Jonathan Babbitt, a member of MTA's executive team and President of the MTA Foundation Board, to announce the 2025 MTA Foundation Scholarship recipients.

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 recipient of the Earl Lackey Scholarship was Ms. Ava Barlow. The Foundation awarded 32 scholarships for a total of \$95,000. Mr. Babbitt also thanked the Scholarship Review Committee: Sterling Block, Jackie Kenshalo, and Jennifer Barnes for their many volunteer hours reviewing scholarship applications. Mr. Babbitt introduced Dr. Alex Hills in partnership with the MTA Foundation for the new Science, Technology, Engineering, Mathematics (STEM) Scholarship category, awarding two scholarships to students in the amount of \$10,000 each.

CGO Kincaid thanked Mr. Babbitt and the other MTA Foundation Board Directors, LaMarr Anderson, Andrew Trotter, outgoing director EJ McCrea, incoming director Megan Michaelson, 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.

Mr. Chuck Kaucic extended his heartfelt thanks to Support staff member, Sumner, and his amazing customer service skills.

Ms. Francine Strother asked for scholarship recipients to stand to formally congratulate all winners.

Mr. Stu Graham congratulated CEO Burke on his tenure and encouraged the Board to conduct a wide search for the new CEO. Mr. Graham commented on the financial transparencies in terms of the subsidiaries and requested the percentage of assets and revenues are attributable to the operations MTA is involved in. Mr. Graham also requested landline services be more affordable. Mr. Graham also congratulated all scholarship recipients and their families, along with thanking the Board of Directors for all their hard work.

Mr. Rick Clark thanked MTA for having the annual meeting at a reasonable time and said he would like it to be more family orientated.

Mr. Chris Haxtall commented on the network upgrades, noting that he had been advised approximately two and a half years ago that upgrades would be made in his South Fork area of Eagle River. He stated that he has not received any updates since then and requested improved communication going forward.

Mr. Lans Saxson commented on the CEO's annual salary of a nonprofit corporation and feels the membership should have a say in how much the CEO's salary consists of. Mr. Saxson also commented on his basic plan and the amount it costs, requesting a lower cost plan due to non-use.

Ms. Sigrid Klein agreed with the comment regarding Mr. Sumner, adding that he was the most patient and knowledgeable person they had ever spoken with at MTA.

CGO Kincaid then moved to the next agenda item—prize announcements. Ms. Rindal announced the \$500 early voter winners, Mr. and Mrs. Paul Minnick, noting the drawing was conducted by Sramek Hightower, CPAs. Additional door prizes were then awarded to members participating both in person and online.

Ms. Rindal thanked MTA for allowing Sramek Hightower, CPAs to assist with MTA’s 2025 election. She stated the election results have been tabulated as follows:

Results for election of Directors:

- Alan D. McBee 2,744 votes

Therefore, Alan D. McBee was elected to a four-year term. 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.

With no further business to come before the membership, the meeting was adjourned at 7:41 p.m.

Approved by the Matanuska Telecom Association, Incorporated membership at the 2026 Annual Membership Meeting held on June 3, 2026.

ATTEST: _____
Secretary/Treasurer

ATTEST: _____
CGO