

MATANUSKA ELECTRIC ASSOCIATION, INC.
Palmer, Alaska

A special meeting of the Board of Directors of Matanuska Electric Association, Inc., held on Monday, April 27, 2020, for the purpose of certifying the 2020 Election was called to order by President Glines at 9:07 a.m., in the Board Room of the Association at Palmer, Alaska.

CALL
TO
ORDER

Present were: President David Glines; Vice President Peter Burchell (telephonic); Secretary/Treasurer Bob Doyle (telephonic); Director Janet Kincaid (telephonic); Director Catharine W. "Kit" Jones (telephonic); Director Bill Kendig; and Director Mark Masteller (telephonic). Also present were: Chief Executive Officer Tony Izzo; Chief Financial Officer Matt Reisterer; Chief Operations Officer Ed Jenkin; Senior Director of External Affairs & Strategic Initiatives Julie Estey; Director of Power Supply Tony Zellers; Director of Human Resources Justin Patterson (telephonic); In-House Counsel David Pease and Board Secretary Dawn Baham.

BOARD MEMBERS
AND MANAGEMENT
PRESENT

President Glines led the pledge of allegiance to the flag of the United States of America.

PLEDGE OF
ALLEGIANCE

Next on the agenda was safety moment. Chief Operations Officer Ed Jenkin reminded the audience to pay attention while driving and to be aware of surroundings as there are an increased number of moose on the roads.

SAFETY MOMENT

President Glines stated the next item of business on the agenda was Acceptance of Agenda. Mr. Kendig moved, Mrs. Jones seconded, that the agenda be accepted. Hearing no objection, Mr. Glines declared the motion CARRIED.

ACCEPTANCE OF
AGENDA

President Glines stated the next item of business on the agenda was Director Disclosures. Director Kincaid stated it has been an honor and pleasure to serve on the MEA Board of Directors and she is resigning her seat effective May 11, 2020.

DIRECTOR
DISCLOSURES

President Glines stated the next item of business on the agenda was Election Overseer Report. Election Overseer Crystal Stanley CPA of Fosselman & Associates read the Official Election results. The total votes counted were 5,809 of which 2,364 (41%) were electronic and 3,445 (59%) were mail-ins. The two open Board of Directors seats that were being voted on were the Susitna East and Susitna West districts. The only candidate for the Susitna East district was Robert Doyle (incumbent) and he received 916 votes (100%) and was declared the winner. In the Susitna West district, Bill Kendig (incumbent) received 585 votes (43%), Randall Kowalke received 199 votes (15%) and Molly Wood received 578 votes (42%). Therefore, Bill Kendig was declared the winner of the Susitna West district. Robert Doyle and Bill Kendig will take their oaths of office at the next regular Board of Directors meeting scheduled for May 11 at 4:00 p.m. Ms. Stanley further stated that all propositions passed by substantial margins.

ELECTION
OVERSEER
REPORT
ACCEPTED

In addition to Ms. Stanley's report, Election Committee member Arthur Keyes stated that he is happy to announce that the Election Committee fulfilled its duties according to the bylaws of the Association. On April 21, 2020, he worked with Ms. Stanley, to certify the ballots. During the process, there were a number of ballots that were cut during the envelope opening. Mr. Keyes stated he was present during the resolution of situation and can confirm the integrity of the results of the election.

ELECTION
COMMITTEE
MEMBER
COMMENTS

Mr. Kendig moved, Mrs. Kincaid seconded, that the Election Overseer's Report, which included Official Results (attached), be accepted as presented. There being no discussion, and hearing no objection, President Glines declared the motion CARRIED.

MOTION TO ACCEPT
OVERSEER'S REPORT
CARRIED

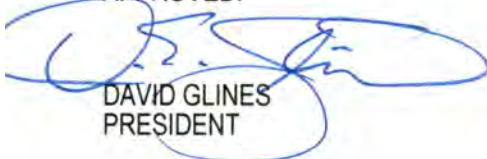
President Glines stated the next item on the agenda was Adjournment. Mr. Kendig moved, Mr. Burchell seconded, that the meeting be adjourned. There being no discussion, and hearing no objection, President Glines declared the motion CARRIED and adjourned the meeting at 9:25 a.m.

ADJOURNMENT


ROBERT DOYLE
SECRETARY/TREASURER

(SEAL)

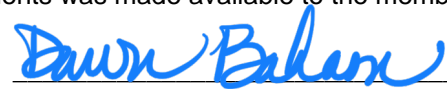
APPROVED:


DAVID GLINES
PRESIDENT

* On May 5, 2020 the annual report was available to all members, complete with the 2019 Financial Statements via MEA's website. Printed copies were available in the District Office's on May 11, 2020.

* Due to the COVID-19 pandemic, the Board of Directors postponed the 2020 Annual Membership Meeting at a Special Board Meeting on March 20, 2020. At its July 13, 2020 regular meeting, the Board of Directors canceled the 2020 Annual Membership Meeting (Resolution 2091 attached).

* On October 21, 2020, a video highlighting the past year's accomplishments was made available to the membership on MEA's website and social media accounts.


Dawn Baham, Board Secretary

**Matanuska Electric Association
April 21, 2020
Official 2020 Election Results**

Total votes counted was 5,809. Of these 2,364 (41%) were electronic and 3,445 (59%) were mail-in.

	Total	
Susitna East Directors		
Robert Doyle (Incumbent)	916	100%
Susitna West Directors		
Bill Kendig (Incumbent)	585	43%
Randall D. Kowalke	199	15%
Molly Wood	578	42%
Bylaw Amendments		
Proposition 1		
Yes	5,150	89%
No	605	11%
Proposition 2		
Yes	4,492	78%
No	1,239	22%
Proposition 3		
Yes	4,552	80%
No	1,144	20%
Proposition 4		
Yes	5,093	90%
No	589	10%
Advisory Vote		
Yes	5,108	89%
No	621	11%

Crystal Stanley

 Crystal Stanley, CPA
 Fosselman and Associates, CPAs

4/21/2020

 Date



RESOLUTION NO. 2091

SUBJECT: 2020 ANNUAL MEETING

WHEREAS, Article III, Section 1 of the Matanuska Electric Association (MEA) Bylaws state that 'The annual meeting of the members shall be held during the month of April each year...'; and

WHEREAS, at a Special Board meeting on March 20, 2020, the MEA Board of Directors voted to postpone the Annual Meeting scheduled for April 21, 2020 to protect the health and safety of MEA employees and members due to concerns with the COVID-19 pandemic and related health mandates but continue with the 2020 annual election; and

WHEREAS, health concerns and COVID-19 cases continue to increase in Alaska; and

WHEREAS, CDC and state health recommendations discourage the gathering of large groups of people in indoor spaces; and

WHEREAS, the MEA annual meeting typically draws 300+ members and their families from communities throughout the service territory, which is in excess of the number of people recommended for safe gatherings under the present mandates; and

WHEREAS, the MEA Bylaws provide the Board with broad powers '... as it may deem advisable for the management of the business and affairs of the Association'; and

WHEREAS, Alaska law provides that 'The Board of Directors may exercise all of the powers of a cooperative not conferred upon the members by this chapter, its Articles of Incorporation or its Bylaws.'; and

WHEREAS, Article III, Section 1 of the MEA Bylaws states 'Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Association.'; and

WHEREAS, the MEA 2020 annual election was completed in April, separate from the annual meeting; and

WHEREAS, the MEA Board has a duty to maintain member and employee safety and adhere to federal, state and local health mandates and advisories.

NOW THEREFORE BE IT RESOLVED that the MEA Annual Meeting of the members will be cancelled for 2020 consistent with present health recommendations regarding large gatherings. In its place, staff will prepare a presentation on 2019 achievements, financial highlights and goals for 2020 for placement on the website. It is

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2020 ANNUAL MEETING
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anticipated the 2021 Annual Meeting will take place in April as scheduled barring any additional health restrictions.

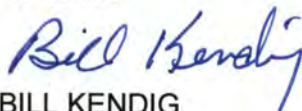
PASSED AND APPROVED by the Board of Directors of Matanuska Electric Association, Inc., this 13th day of July, 2020.



ROBERT DOYLE
PRESIDENT

(SEAL)

ATTEST:



BILL KENDIG
SECRETARY/TREASURER