



Barrow Utilities and Electric Cooperative, Inc.

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ANNUAL MEETING
Thursday, April 4, 2019
Barrow High School Auditorium
7:00 p.m.

****DRAFT****

I. Call to Order

President Price E. Brower called the meeting to order at 7:00 p.m. and welcomed all the members to the meeting.

II. Roll Call of the Board Members

Board Members Present: Karl D. Ahgeak, Director; Frederick F. Brower, Director; Lewis F. Brower, Director; Price E. Brower, President; Avaiyak Burnell, Director; Roy M. Nageak Sr., Vice President; Josiah B. Patkotak, Secretary/Treasurer; Richard Ungarook Sr., Director; Tina A. Wolgemuth, Director

Members' registration closed at 7:15 p.m.

III. Invocation

Invocation was given by member Lillian Nageak.

IV. Safety Moment

A safety moment was presented by President Price E. Brower.

V. Appointment of Parliamentarian

President Price E. Brower appointed the BUECI General Counsel John Andrew Leman of Kempel, Huffman and Ellis, P.C., as parliamentarian for the Annual Meeting.

VI. Determination of a Quorum

The current membership count of Barrow Utilities and Electric Cooperative, Inc., verified by the Board at the 5:30 p.m. Membership Meeting, is comprised 1,169 eligible voting members as of close of business on April 3, 2019. The Bylaws of the Cooperative require at least ten percent (10%) of the members be present at the Annual Meeting to establish a quorum. Thus 117 members represent a quorum. There were 253 members present and are listed as follows:

Aamodt, Nels & Olive K
Adams, Johnny & Ruth A
Ahgeak, James & Mae

Adams, Bernadette & John
Adams, Sheldon S & Nora A
Ahgeak, Karl D

Adams, George K
Ahgeak, Beverly A
Ahgeak, Molly

Ahkivgak, Lottie
Ahmaogak, George K Jr. Robyn G
Ahsoak, Jonas M & Heidi
Akootchook, Benny & Linda
Akpik, Robert S & Alice
Alcantara, Alejandro
Anievas, Nelson S & Conchita
Atos, Allyson
Barrow Subway
Bodfish, Mattie
Brower, April D
Brower, Dora T
Brower, Isabel
Brower, Mary N
Burgos, Emmanuel & Jennifer
Burnell, Avaiyak
Chan, Fung
Contrades, Damon K & Wileyann
Danner, Scott & Corrine
Diaz, Moises & Dora E
Edwardson, Daisy M
Ekosik, Alice
Elliott, Lucinda & Hayden
Ferrerias, Julian & Marie E
Fischer, Robert & Margie
Fournier, Kenneth T & Etta
Frantz, Tim & Ellen
Gogo, Jerry C & Ailepata
Harcharek, Robert C
Hoffland, Larshe D
Hopson, Charles & Adeline
Houston, John
Hugo, Patrick & Beverly F
Igtanloc, Beatrice
Jones, Donald & Lottie
Kalayauk, Isaac & Marilyn
Kanayurak, Lloyd & Alberta
Kilioni, James H
Kiious, Clara
Lang, Mary J
Leavitt, Loyla

Ahkiviana, Linda
Ahmaogak, Virginia
Aiken, Lucy M
Akpik, Bertha E
Akpik, Theresa
Alcantara, Ma Liberty & Maquidato,
Allen C
Arey, Ned T & Dora
Atos, Raymond
Barrow Whaling Captains Assoc.
Bodfish, Waldo E
Brower, Charles & Rebecca
Brower, Eugene & Charlotte
Brower, Laverne S
Brower, Price E
Burke, Ralph J & Sheila
Burnell, Jerry
City of Barrow
Contrades, Kelsey K
Dattilo, Alexander B
Drake, Thomas R II & Alice R
Edwardson, George & Debby
Elavgak, Anthony R
Esparza, Shannon
Fischer, Bernadette
Fishel, Antonette R
Frantz, Ben & Fredricka
Gaff, Stephanie
Gray, Andrew D Sr.
Hermon, Mark H
Hollis, Brendan & Tristyn N
Hopson, Darlene
Hubbard, Kristina
Huntsman, Emma O
Itta, Ronald N & Susie
Kagak, Jacob & Darlene
Kaleak, Frederick J & Josie
Kignak, Emma S
Kingkaew, Weerayut &
Mongkolprasert, Nopmanee
Koonaloak, Emma
Leavitt, Ambrosia
Leavitt, Nancy

Ahmaogak, Cora & Wayne
Ahsoak, Herman L & Sylvia D
Aiken, Reuben S & Miriam
Akpik, Robert O Jr. & Molly E
Akpik, Thomas W
Anashugak, Roy & Rachel
Assembly of God
Barnachea, Vivian
Benson, Clifford & Tracy
Brower, Andrew
Brower, Dora F & Frederick
Brower, Harry J & Flora
Brower, Lewis & Roxanna
Brower, Shawn C & Florence
Burnell, Amanda
Caoile, Christian & Manuel B
Coates, Lorena J
Danner, Christopher & Araina
De Guzman, Angelita
Driver, Brittni
Edwardson, Megan
Elavgak, Ora A
Falleaf, Lula L
Fischer, Eldon R
Fosi, Fereti
Frantz, Lois A
Glastetter, Belinda
Griffin, Patrick S
Hickman, Brandon & Angelia
Hopson, Cassie
Hopson, Lloyd E Jr. & Karen
Huddell, Richard
Hutchison, Grant & Olive
Itta, Vera K
Kagak, Martha J
Kanayurak, Leroy M Sr. & Lilly L
Kignak, Paul J & Kate
Kingosak, Mary A
Lalaga, Posa
Leavitt, Bertha L
Leavitt, Sharon K

Leavitt, Sondra M	Leavitt, WM A & Roseanne	Lilo, Talasinga & Pauline
Long, Donald & Beverly	Lopez, Andres & Rebecca	Lozano, Stefanie
Manalang, Edilberto	Maupin, Amy G	Maupin, Dorcas
Mesina, Romeo & Rosario, Maria	Mila, Tua & Audrey	Mongoyak, Gilford T III & Jamie
Mongoyak, Robin & Eva	Moore, Mari	Morales, Romeo M
Mueller, Thomas & Arlene	Nageak, Lilibeth	Nageak, Lillian
Nageak, Robert F & Tranquilyanna	Nageak, Roy & Flossie	Nageak, Salomi B & Baker, Richard G
Nayakik, Carl & Jacquelyn	Nayukok, Deva M	Neakok, Arlene & Forrest
Neakok, Charles & Martha	Neakok, Justina	Neakok, Martha L
Neakok, Maxine	Neakok, Sarah	Nelson, Lars & Carrie
Ningeok, Florence M	Ningeok, Julia & Robert S	Ningeok, Milton
Noble, Malcolm X	Nobleza, Hilda	Nungasak, Don & Nora
Nungasak, Nelda N	Nusunginya, Emily	Nye, Usanee
Okpeaha, Arthur & Bernice	Okpeaha, Cynthia D	Okpik, Alec A
Okpik, Aqamak Q	Okpik, Harry Sr. & Lucy A	Okpik, Joshua Jr.
Olemaun, Kathleen R	Olemaun, Mary J & Forrest	Olemaun, Thomas & Margaret A
Olemaun, Vera	O'Neill, Nellie	Ortilla, Noel & Cherrylyn
Ortilla, Wilfredo & Maria C	Oyagak, John & Susie	Oyagak, Margaret
Paner, Jeverson O & Desiree	Panigeo, Janice A	Panigeo, Lloyd
Panigeo, Melinda A	Patkotak, Flora & Josiah	Patkotak, Mary V & Harry
Peacock, Kathy & Edwardson, Clinton	Pebley, Hazel F	Peter, Randy
Phillip, April	Piguing, Narciso	Pikok, Lloyd I & Frances
Pikok, Lucy Ann	Pikok, Mary A	Reilly, Cynthia
Rexford, Robert W & Amanda	Rexford, Sadie	Roddy, Jeffrey & Qinugan
Salamat, Lamberto P & Pilar	Salazar, Daniel & Librado, Angela	Samuelu, Emmanuel
San Jose, Leeza T	Santiago, Raul & Frances	Sarren, Robert & Myrna
Shaw, Ron	Sidon, Alex & Evelyn	Simmonds, Laura
Simmonds, Robert J	Skin, Andrew J & Sarah	Snow, Allen C & Ginger L
Snow, Kellen & Rexford, Steven II	Solomon, Bernice	Solomon, Elaine
Solomon, Herman & Pamela	Solomon, Mamie	Solomon, Marjorie & Eli J
Spear, Arnold & Cynthia	Spencer, Crystal	Stevens, George & Jane E
Stine, Martha	Suvlu, Edith	Syfko, Michael & Edna
Taalak, Richard & Ethel	Tai, Manusiu & Sione	Teigland, Sheldon & Lucy
Texeira, W.K.	Thomas, Bryan & Laura	Tirre, Lawrence S & Selene
Tivao, Tony	TNHA-Fair Market Rent	Toledo, Augustine & Arlene
Tookak, Flossie O	Tuai, Fifita	Tuai, Isikeli
Tua'i, Sarah	Tuai, Uluakiaho & Irina M	Tuifua, S. L & Mulu
Tula'i, Aukusitino & Crystal	Ungarook, Richard Sr. & Esther	Unutoa, Aniskeo & Andrea
Unutoa, Joann	Valencia, Rolando C & Ida	Vinas, Delores & Jess P
Vinas, Jesusito & Kristine	Weyiouanna, Bradley & Michelle	Whiskey, Marcelline
Wolgemuth, Tina A		

VII. Reading of Notice of Minutes and Proof of Mailing

President Price E. Brower read the Notice of The Meeting and Proof of Mailing. He announced that on March 20, 2019, all members were mailed a copy of the Notice of the Meeting as required by the Bylaws. The Proof of Mailing was signed by General Manager Ben L. Frantz.

VIII. Approval of Agenda

Frederick F. Brower motioned, seconded by member Patrick Griffin, to accept the agenda. Questions called for. Motion carried.

Point of order was called by member Eugene Brower due to quorum not being confirmed. President Price E. Brower called for a five-minute break until 7:15 p.m. when registration closed to confirm that a quorum had been established. As noted in Section VI, a quorum was established and the meeting continued.

IX. Approval of Minutes

President Price E. Brower presented the minutes of the April 5, 2018, Annual Meeting for approval. Frederick F. Brower motioned, seconded by member Patrick Griffin, to waive the reading of the minutes and approve the April 5, 2018, Annual Meeting Minutes as presented.

Question called for. Motion carried.

X. Presentation of Reports

a. President's Report

President Price E. Brower presented the President's Report in its entirety. Member Forrest D. Olemaun motioned, seconded by Frederick F. Brower, to accept the President's Report.

Question called for. Motion carried.

b. General Manager's Report

General Manager Ben L. Frantz presented the General Manager's Report in its entirety, recognized employees with 25 years or greater years of service, and recognized employees who retired in 2018. Mr. Frantz then introduced Electric Distribution Superintendent Mel Hutchison.

After completing his report, Ben L. Frantz, introduced two special guests: Crystal Enkvist, Executive Director of the Alaska Power Association; and Michael Rovito, Deputy Director, of the Alaska Power Association. They each addressed the membership with brief remarks.

Member Forrest D. Olemaun motioned, seconded by member Patrick Griffin, to accept the General Manager's Report.

Question called for. Motion carried.

c. Secretary/Treasurer's Report

A brief video about capital credits was played prior to the Secretary/Treasurer's Report.

Secretary/Treasurer Josiah B. Patkotak presented the Secretary/Treasurer's Report in its entirety.

General Manager Ben Frantz, CFO Rebecca Lopez, and Dmitry Petrishak, CPA, of the audit firm BDO, were available to answer financial questions.

Member Forrest D. Olemaun motioned, seconded by Director Frederick F. Brower, to accept the Secretary/Treasurer's Report and the 2018 Financial Report.

The floor was opened to members for a Q&A session related to the financial report.

1. **Member Charlotte Brower** voiced concern about capital credits. She also asserted that a daycare was operating in an [unspecified] BUECI-owned property and raised general concern about succession planning for the Natural Gas and Operations Superintendent positions.

Response: Secretary/Treasurer Josiah B. Patkotak responded to concern about capital credits, and shared BUECI's capital credit retirement cycle.

Response: General Manager Ben L. Frantz responded to concern about succession planning, by summarizing BUECI's succession plan and hiring procedures noting BUECI promotes internally when possible.

Member Charles Hopson motioned, and was seconded, to issue capital credit to the members.

Point of order was called by the Parliamentarian, John Andrew Leman, as the Bylaws assign responsibility to the Board of Directors to retire capital credits.

Motion died.

2. **Member Ned Arey Sr.** voiced concern about the NSB shared assets. He stated that BUECI should have a representative that attends local NSB meetings and hearings to speak on behalf of the members about unpaid expenses related to the shared assets.

The original motion on the floor remained.

Question called for. Motion carried on the original motion.

XI. Nominations and Election of Directors

a. Nomination of Election Judges

A motion was made, and seconded, to appoint Corrine Danner, Josie Kaleak, and Jacquelyn Nayakik as election judges.

Questions called for. Motion carried.

b. Nomination of Directors

Director Frederick F. Brower motioned, seconded by member Patrick Griffin, to open the floor for director nominations

Question called for. Motion carried.

The following members were nominated:

Herman Ahsoak
Tina A. Wolgemuth
Don A. Nungasak
Richard Ungarook Sr.

Member Charlotte Brower motioned, and was seconded, to close nominations.

Member Ned Arey objected, therefore, the motion died.

Member Marie Ferreras motioned, seconded by Director Frederick Brower, to close nominations. Motion carried unanimously.

Nominations were closed.

President Price E. Brower declared the polls open for voting for directors at 8:38 p.m. He asked the members to vote using their ballots.

Director Frederick F. Brower motioned, and was seconded, to close the polls for voting.

Questions called for. Motion carried.

President Price E. Brower declared the polls closed for voting of the Board of Directors at 9:08 p.m.

XII. Member Concerns

President Price E. Brower opened the floor to members for a Q&A session.

1. **Member Forrest D. Olemaun** thanked BUECI and the Board for their continued donations and support of community events like the Christmas and Fourth of July Games that provide a safe place for members of our community.
2. **Member Donald Long** suggested that the Board of Directors create a separate accounting system for the Barrow Utilidor System (BUS) since it is under contract with the North Slope Borough.

Response: General Manager Ben L. Frantz shared that the BUS financials are kept separate and no margins [profit] is earned under the BUS contract with the NSB.

3. **Member Ronald Shaw** expressed a need for the [NSB's Barrow Utilidor System] pumps to be upgraded to accommodate 1,500 gpm for the Fire Department to maintain proper fire safety.

Response: General Manager Ben L. Frantz shared that capital improvements to the BUS are determined by and funded by the North Slope Borough. The upgrade [request] falls under CIPM. A discussion with the NSB would need to take place about this need.

Response: BUS Plant Superintendent Tim Russell further shared that this issue was raised the day prior at the NSB's PRC Meeting.

Response: Secretary/Treasurer Josiah B. Patkotak further shared that all units within the Fire Department slope-wide must comply to be certified, not just locally.

4. **Member Herman Ahsoak** thanked the General Manager and the Board of Directors for their financial responsibility to the Cooperative.
5. **Member Ned T. Arey Sr.** shared concern about board member conflict of interest with the North Slope Borough Assembly, UIC board, and ASRC board. He stated that it is the Board of Directors responsibility to ensure due diligence.

Response: Director Roy M. Nageak Sr. shared that legal representation stated that since BUECI is not regulated by the State that there was not a conflict of interest.

6. **Member Emma Huntsman** thanked the Board of Directors for the meal and shared that a donation request for activities for her disabled son was denied. She would like to see provisions and support to accommodate employment for someone with his disabilities. She further shared concerns about the retirement benefits received by her father as compared to other employees who were employed for a shorter time period. She would like to see records of what his benefits were.

Response: General Manager Ben L. Frantz shared that questions regarding former employees and their benefits history can be discussed in person at the BUECI central office. Regarding the donation policy, the policy is reviewed at the board level. The types of donation request are approved based on whether they meet the policy of the Cooperative.

7. **Member Ginger Snow** thanked the BUECI staff and Lloyd Pikok for helping with grave digging services for community members.
8. **Student Volunteer and Girls' Varsity Basketball Player Lewanne Brower** thanked BUECI for supporting the Lady Whalers this season through donations.
9. **Member Don A. Nungasak** introduced himself. He then stated the following that was translated from Inupiaq to English: We are so fortunate to have the board of directors present who work so diligently in times of hardship throughout the community and outside of our boundaries as well. BUECI is not the only cooperative that is feeling the pinch within our community. As a whole BUECI is diligently working to make things better with great pride. I thank the board of directors that are working so hard.

10. **Member Roxanne Brower** thanked BUECI for their support of the Lady Whalers travel and she recognized the basketball team volunteers helping with the meeting.
11. **Director Karl D. Ahgeak** thanked the North Slope Borough School District and Dolph Dowdy on behalf of the Board and BUECI membership for their work. He further thanked them for putting gravel near the stairs and entry so that people will not slip. On behalf of the Lady Whalers, he thanked the membership for their support through fundraising. He went on to recognize the basketball team volunteers helping with the meeting.

XIII. Drawing for Door Prizes

There were six BUECI contributions and 27 other contributions offered as door prizes which were awarded to the members through a random drawing.

XIV. Election Results

President Price E. Brower announced the election results as follows:

Tina A. Wolgemuth	124	Herman Ahsoak	121
Don A. Nungasak	99	Richard Ungarook Sr.	75

Write in candidates had a total of 8 votes.

It was determined upon the election results that **Tina A. Wolgemuth, Herman Ahsoak, and Don A. Nungasak** received the highest number of votes and thus are elected to the BUECI Board of Directors.

XV. Unfinished Business – No unfinished business

XVI. New Business - No new business

XVII. Adjournment of Annual Meeting

Member Eugene Brower motioned, seconded by member Patrick Griffin, to adjourn the meeting.

Motion carried.

Meeting adjourned at 10:08 p.m.

Date Approved: **TBD, 2020**

Attest:

Herman Ahsoak, Secretary

Price E. Brower, President