

BARROW UTILITIES & ELECTRIC COOPERATIVE, INC.

2023 ANNUAL REPORT



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"Providing safe, reliable, and affordable utility services while respecting the community values of our members."

Your board of directors are responsible to manage the business and affairs of the Cooperative. Each director takes an oath to act in the best interest of the membership, plan for the future, and monitor the health of the cooperative.

Board members are committed to staying up to date on the challenges and successes of the utility industry. They are required to further their education in the utility industry by completing the Credentialed Cooperative Director (CCD) program through the National Rural Electric Cooperative Association (NRECA). Some directors continue their education to receive higher ranks such as the Board Leadership Certification (BLC) and Director Gold Credential (DGC).

****Term is expiring***



Frederick F. Brower, CCD, BLC, DGC
President
2023-2026



Tina A. Wolgemuth, CCD
Vice President
2022-2025



Bernadette A. Fischer, CCD, BLC, DGC
Treasurer
2023-2026



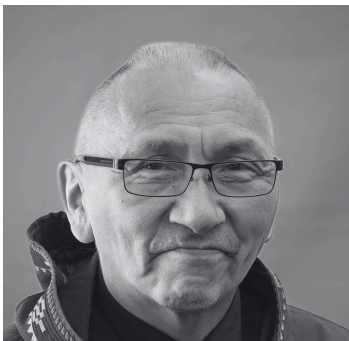
Frieda N. Moore, CCD
Secretary
*2021-2024



Bernadette J. Adams, CCD
Director
2022-2025



Lewis F. Brower, CCD, BLC, DGC
Director
*2021-2024



Don A. Nungasak, CCD, BLC, DGC
Director
2022-2025



Chastity Kayutak Olemaun
Director
*2021-2024



Marie G. Stackhouse
Director
2023-2026

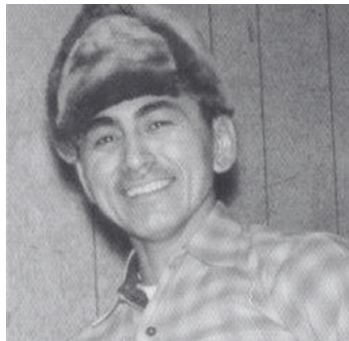
On June 3, 1964, Sam Taalak, Wyman Panigeo, Bailey Aishanna, Donald Nusunginya, Abe Stine, Henry Panigeo, Noah Itta, Kenneth Toovak, and Lewis Suvlu signed the Articles of Incorporation for Barrow Utilities, Incorporated after being elected by the Native voting constituency of the City of Barrow to operate for the mutual benefit of the members and nonmembers who use its products and services.

We extend our appreciation and recognition of the effort these Founding Fathers gave in promoting the goals and principles, which laid the foundation of what is now Barrow Utilities and Electric Cooperative, Inc. (BUECI).

Aarigaa, we made it to 60 years (1964 - 2024)!



Sam Taalak
President
1964-1965



Wyman Panigeo
Vice President
1964-1972



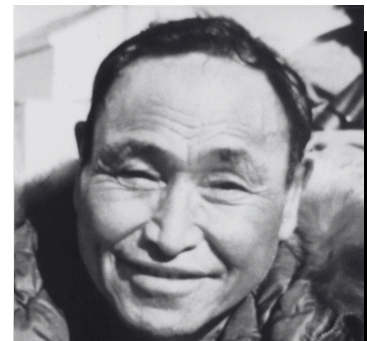
Bailey Aishanna
Secretary
1964-1965



Donald Nusunginya
Treasurer
1964-1965



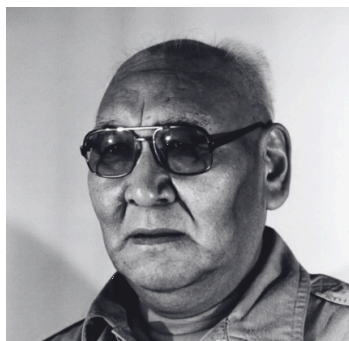
Abe Stine
Director
1964-1973



Henry Panigeo
Director
1964-1966



Noah Itta
Director
1964-1967



Kenneth Toovak
Director
1964-1987



Lewis Suvlu
Director
1964-1973



OFFICIAL NOTICE

2024 ANNUAL MEMBERSHIP MEETING BARROW UTILITIES AND ELECTRIC COOPERATIVE, INC.

April 23, 2024

Notice is hereby given pursuant to Article III, Sections 1 and 3 of the bylaws of BUECI that the **Annual Membership Meeting will be held on Monday, June 3, 2024, at 7:00 p.m. at the Ipalook Elementary Gymnasium.** The doors will open for registration at 5:30 p.m. and close at 7:00 p.m. After 7:00 p.m., you will no longer be able to register for the meeting. The business meeting will be called to order promptly at 7:00 p.m.

The purpose of the meeting is to elect Directors, consider reports for the previous fiscal year, and transact such other business as may come before the meeting including amendments to the Articles of Incorporation and Bylaws.

The following are your present Board of Directors:

Frederick F. Brower, President
Tina A. Wolgemuth, Vice President
Bernadette A. Fischer, Treasurer

Bernadette J. Adams, Director
Don A. Nungasak, Director
Marie G. Stackhouse, Director

The following three (3) Directors' terms expire:

- 1) Frieda N. Moore, Secretary
- 2) Lewis F. Brower, Director
- 3) Chastity Kayutak Olemaun, Director

The nomination for Directors was conducted by mail and email and has closed. The list of nominees is included in this mailer. Newly elected board members will serve a three-year term. There are a total of nine members who serve on the Board of Directors.

There will be a drawing for valuable door prizes including a 13-inch Apple MacBook Air and a fur pelt. ***All active members who return a ballot will be entered into one of two drawings for door prizes, depending on if you voted by mail-in ballot, or in-person special ballot.*** Door prize winners must be present to win. Special 60 Year Anniversary gift bags will be given to the first 300 members attending the meeting in person, and who submits an in-person special ballot.

The Annual Meeting Report will be available online at <http://www.bueci.org/annual-meeting/>.

Please join us on Monday, June 3, 2024 at 7:00 p.m. for the Annual Membership Meeting at the Ipalook Elementary Gymnasium!

Sincerely,

Frieda N. Moore, Secretary
and BUECI Board of Directors & Management

AGENDA

2024 BUECI ANNUAL MEMBERSHIP MEETING

- I. Call to Order**
- II. Roll Call of the Board Members**
- III. Invocation**
- IV. Appointment of Parliamentarian**
- V. Determination of Quorum**
- VI. Reading of Notice of Meeting and Proof of Mailing**
- VII. Approval of Agenda**
- VIII. Recognition of Price E. Brower & Karl Derek Ahgeak**
- IX. Approval of Minutes**
- X. Final Call for Ballots**

5-Minute Intermission

- XI. Presentation of Reports**
 - a. President's Report**
 - b. General Manager's Report**
 - c. Treasurer's Report**

30-Minute Intermission to serve food

- XII. Special Presentation**
- XIII. Member Concerns**
- XIV. Announcement of Election Results**
- XV. Unfinished Business**
- XVI. New Business**
- XVII. Drawing for Door Prizes**
- XVIII. Adjournment**

PRESIDENT'S REPORT



Dear Valued Member:

In opening, I would like to quote our beloved director Price E. Brower of the certainty that he regularly shared in his annual message to you: "Barrow Utilities and Electric Cooperative, Inc. belongs to the members it serves. As a member of BUECI, you have a say in how your Cooperative is run. Putting you first and looking out for you is our directive around the board table." With this truth, Price dedicated his service to you, and it will continue with the board you see here today. We are committed to providing reliable, affordable utility services and working for the benefit of the community we serve.

Throughout 2023, BUECI continued to provide essential grave-digging services to 27 families in our community. Our employees and the Board of Directors feel honored to have helped the families during their time of need. With our future generations in mind, the Board of Directors also approved five [5] \$1,500 dollar scholarships to high school seniors looking to further their education. Additionally, the Board of Directors donated \$53,450 dollars to the youth and cultural activities of our community. We are committed to investing in our Inupiaq culture and our future generations.

It is equally important for the Board of Directors to expand our knowledge of the utility industry to ensure a future of reliable services. I would like to congratulate my fellow directors for earning certificates from the National Rural Electric Cooperative Association (NRECA). Frieda N. Moore and Bernadette J. Adams received their first-level Credentialed Cooperative Director Certificates; Bernadette A. Fischer received her second-level Board Leadership Certificate; and Don A. Nungasak, Lewis F. Brower, and me, Frederick F. Brower, received our third-level Director Gold Certificates. I would also like to acknowledge the late Price E. Qaiyaan Brower, who received his Director Gold Certificate in December 2023. Congratulations and keep up the hard work!

In closing of my 2023 report and the start of our 60th year for BUECI, we give honor to our forefathers who had the future thinking of reliable and necessary utilities for our community. We reflect on the dedication that our preceding directors gave to our Cooperative and its members. We are encouraged and inspired to succeed in member satisfaction, just as they did. We thank you for your membership of BUECI and putting your confidence in us. We look forward to another year of serving you.

Sincerely,

A handwritten signature in black ink, appearing to be "F. Brower".

Frederick F. Brower
Board President

GENERAL MANAGER'S REPORT

BUECI Members:

I, Timothy W. Russell, would like to take this time to say thank you to the Cooperative Members for the opportunity to serve you as your CEO/General Manager for the last three years. I assure you during my tenure as the General Manager, I have applied all positive efforts into the greater benefit of the Cooperative and its members as I have done over my 39 years of employment at Barrow Utilities and Electric Cooperative, Inc.

By now, most all of you are aware, I retired on April 12, 2024. Your BUECI Board of Directors worked vigorously through the hiring process and has selected your new CEO/GM Mr. Yves D. Brower to succeed me. I have had the opportunity to work with Mr. Brower for the last 20 years and I have great confidence in his ability to lead the organization as your incoming CEO/GM.

Being BUECI is a multi-utility providing Water Production, Water Distribution, Wastewater Collection, Wastewater Treatment, Electrical Generation, Electrical Distribution, and Natural Gas Distribution, the importance of safe, affordable, reliable, and high-quality utility service in our unique and challenging environment is exceptionally high.

I would like to share in my farewell report this evening about Reliability. BUECI is about finding solutions and providing them with service excellence.

Our world is evolving and there are a lot of changes occurring throughout the utility industry, changes in the economy, and challenges in our politics that all intersect and affect our community and your Electric Cooperative.

It's not just about utilities provided, it's about a goal we share. When I think of how BUECI keeps the utilities functioning, I know it's more than service to the members at the end of our line, it's more than electric, gas, or water, it's the co-op part of keeping the utilities functioning 24/7, 365 days a year. It boils down to a stable, trusted, member owned, community based, responsible electric co-op that people count on to do their job well, and to keep doing it long into the future. The rhythm of that objective is seven cooperative principals: open membership, strong governance, economy and independence, local control, member participation, cooperation, and community. This is the foundation of every electrical cooperative. Utilities are our business, but Cooperative is our identity. It is who we are and how we do this job for our community. We live these principles in our co-op. Being a public servant of this cooperative makes us instantly accountable and binds our reputation together and it calls on all of us to do the right thing.

Being reliable is a representation that we value, and all of us employees of BUECI eagerly labor so we can earn the right to describe ourselves in such a manner. It is a description of the service we provide, the work we bring to the industry, and of our personal efforts within the community. BUECI provides the reliability that people can depend on to deliver the utilities they can afford. When we talk about reliability, it gets attention. They realize the need to understand the problem that we see, and they start to listen. We are credible and people need to know that we do our jobs to keep the utilities on.

Reliability is powerful. BUECI wants to make sure you have reliable and affordable utilities for future years to come. BUECI must have a plan to make that happen and we are planning into the future to provide you with the utilities you are accustomed to receiving. Your cooperative is reliable, trustworthy, dependable, and we serve the members of our community by listening to you, finding the best solution for you. Solutions that work cooperatively are the best thing about who we are, what we do, and who we work for. That is you, our members.

I would like to express my appreciation and gratitude to all the BUECI employees who, every day, go beyond the normal call of duty to work and provide the best services possible for our community members in one of the darkest, coldest, and harshest environments.

In closing, I would also like to thank you, the Cooperative members, for your service support which is a vital part of our day-to-day operations and for your attendance and participation in this year's annual meeting.

Respectfully,
Timothy W. Russell
Preceding General Manger

INCOMING GENERAL MANAGER'S LETTER

BUECI Members:

Paġlagivsi! Uvaġa Yves D. Kaanik Brower. I have been given the honor of being selected as your new General Manager. I look forward to continuing the excellent service you have all come to expect and receive.



We have a very unique Utility that provides Electricity, Natural Gas, Water and Wastewater services. Our employees and their family support have made BUECI the amazing Utility that it is and the years of experience and dedication shows in our quality of service to you, our members.

I would like to thank all our employees, past and present, and the board of directors for their unwavering dedication. We have a lot of challenges to overcome with the aging of our utility infrastructure. BUECI is recognized to have some of the lowest rates nationwide, and we will strive to keep them low while updating our power generation, transmission lines, gas lines, structures, water and wastewater systems.

Thank you, all our Cooperative members for selecting great board members and your participation in the Annual Meeting. We highly value your comments and suggestions to help us improve all of our services.

Quyanaqpak,

Yves Brower
New General Manager

TREASURER'S REPORT



BUECI Membership:

Welcome Everyone. The Annual Financial Report for the year ending December 31, 2023, contains the audited 2023 Balance Sheets and Statement of Revenues and Changes in Patronage Capital, completed by the Certified Public Accounting firm, BDO, LLP.

Compared to last year, the total operating revenues increased by \$2,114,049 for the year 2023. Of this increase, 12% is from electric, gas, and water revenue and 88% is from BUS Water and Sewer cost reimbursements. The total operating expenses increased by \$2,953,631 of which is mostly driven by the increase in BUS Water and Sewer maintenance and operations.

The Cooperative's construction work in progress ended the year with \$1,566,750, which increased from the prior year's total of \$878,581. Also, the Cooperative's net long-term debt decreased by \$1,391,725. The projects reflected in this balance are aimed at extending services to members, improving services to existing members, and replacing equipment at the end of its useful life. These projects also help the Cooperative to provide additional capacity to meet demands and to increase service reliability to members.

The foremost issue we are facing today is the aging of our current infrastructure, followed by the need to expand our power generation to meet the demand of a growing community. I am happy to announce that our BUECI team has secured funding in 2024 to upgrade the most critical need which was to replace the Power Generation Switchgear and Turbine Overhaul. Though we take great pleasure in this success, we have a long road ahead of us to upgrade our aging infrastructure and expand our power generation. Rest assured; your Board of Directors will strive to meet those needs with a commitment to our fiduciary duties.

During 2023, BUECI ended the year with net margins of \$1,453,437, resulting in an increase of member equity to a total of \$23,223,474. As a cooperative operating on a not-for-profit tax basis, it is important to understand that these are not profits, but rather member patronage which is returned to the members over a 25 to 30-year repayment cycle.

Respectfully,

A handwritten signature in black ink, appearing to read 'Bernadette A. Fischer'.

Bernadette A. Fischer
Treasurer



AUDITED FINANCIALS

BALANCE SHEET

Months ended December 31, 2023 and 2022

December 31,	2023	2022
Assets		
Utility Plant		
Electric utility plant	\$ 26,979,994	\$ 25,219,582
Gas utility plant	3,214,361	3,109,063
Water utility plant	24,440,660	24,423,823
Buildings and improvements	8,697,613	8,790,779
Vehicles and heavy equipment	3,161,928	3,150,766
Other general plant	1,926,608	1,675,580
Right of use asset - operating lease	715,999	715,999
Total utility plant in service	69,137,163	67,085,592
Construction work in progress	1,566,750	878,581
Total utility plant	70,703,913	67,964,173
Less accumulated depreciation and amortization	(36,731,974)	(33,989,211)
Net Utility Plant	33,971,939	33,974,962
Other Assets and Investments		
Restricted cash:		
Consumer deposits	130,435	125,550
Emergency fund	487,000	487,000
Restricted investments - certificate of deposit	25,000	25,000
Investments in associated organizations	3,116,939	3,306,664
Total Other Assets and Investments	3,759,374	3,944,214
Current Assets		
Cash - general	3,995,821	5,128,386
Investments	-	104,723
Consumer accounts receivable net of allowance for expected credit losses of \$122,596 in 2023 and \$121,901 in 2022	1,979,142	2,033,371
Other accounts receivable, net	3,903,347	2,976,860
Materials, fuel and supplies inventories	2,166,155	*1,934,943
Prepayments	-	14,158
Total Current Assets	12,044,465	12,192,441
Deferred Charges	2,165,956	2,406,617
Total Assets	\$ 51,941,734	\$ 52,518,234

*The 2022 balance for Materials, fuel and supplies inventories under Current Assets was previously reported as \$1,934,43. This number should have been reported as \$1,934,943.

AUDITED FINANCIALS

BALANCE SHEET cont'd

Months ended December 31, 2023 and 2022

December 31,	2023	2022
Equities and Liabilities		
Equities		
Memberships	\$ 4,698	\$ 4,698
Patronage capital	23,223,474	22,464,310
Other equities	2,216,504	2,202,124
Total Equities	25,444,676	24,671,132
Liabilities		
Long-term Liabilities		
Long-term debt, net of current portion	20,973,327	22,365,052
Leases payable, net of current portion	647,319	669,412
Total Long-term Liabilities	21,620,646	23,034,464
Current Liabilities		
Current maturities of long-term debt	1,390,817	1,635,515
Current portion of leases payable	34,340	46,587
Accounts payable	1,235,376	1,184,798
Consumer deposits	130,435	125,550
Accrued payroll and benefits	747,761	627,238
Accrued taxes	-	23,985
Accrued interest	8,865	9,200
Total Current Liabilities	3,547,594	3,652,873
Deferred Credits		
Consumer advances	307,457	4,978
Allocations due to North Slope Borough	1,021,361	1,154,787
Total Deferred Credits	1,328,818	1,159,765
Total Liabilities	26,497,058	27,847,102
Total Equities and Liabilities	\$ 51,941,734	\$ 52,518,234

AUDITED FINANCIALS

STATEMENT OF REVENUES & CHANGES IN PATRONAGE CAPITAL

For Years Ended December 31, 2023 and 2022

Years Ended December 31,	2023	2022
Operating Revenues		
Electric service	\$ 7,036,031	\$ 7,250,510
Gas service	2,939,599	3,017,544
Water sales	4,907,590	4,362,180
Service revenue:		
Barrow Utilidor System water distribution	9,408,094	7,851,916
Barrow Utilidor System sewage collection	8,472,155	8,167,270
Total Operating Revenues	32,763,469	30,649,420
Operating Expenses		
Gas for generation	766,089	762,320
Gas for resale	733,739	749,954
Water for resale	3,824,509	3,261,552
Operations and maintenance:		
Electric Production	1,567,083	1,249,762
Electric Distribution	1,168,759	963,796
Gas Distribution	737,054	599,829
Water production and distribution	1,395,178	1,154,920
Barrow Utilidor System water distribution	3,240,074	2,547,650
Barrow Utilidor System sewage collection	5,115,386	4,817,678
Consumer accounts	663,651	564,285
Administrative and general	8,105,966	7,555,306
Taxes	797,443	718,372
Depreciation	2,538,402	2,754,278
Total Operating Expenses	30,653,333	27,699,702
Operating margins before fixed charges	2,110,136	2,949,718
Fixed charges – interest on long-term debt	889,903	960,414
Operating margins after fixed charges	1,220,233	1,989,304
Nonoperating Margins		
Interest income	378,327	34,738
Interest on consumer deposits	(774)	(1,936)
Income (loss) from investments in associated organizations	(7,235)	103,180
Donations	(137,114)	(152,753)
Net Nonoperating Margins	233,204	(16,771)
Net Margins	1,453,437	1,972,533
Patronage Capital, beginning of year	22,464,310	20,491,777
Patronage capital distributions	(694,273)	-
Patronage Capital, end of year	\$ 23,223,474	\$ 22,464,310

2023 ANNUAL MEETING

Thursday, April 20, 2023

7:00 p.m.

Prior to the Call to Order of the meeting, registration was opened at precisely 5:30 p.m., and was open until it was declared closed promptly at 7:00 p.m.

I. Call to Order

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

President Price E. Brower declared that Registration was closed at 7:00 p.m.

II. Roll Call of the Board Members

Secretary Frieda N. Kaleak conducted the roll call of the Board members present.

Board Members Present: Price E. Brower, President; Frederick F. Brower, Vice President; Don A. Nungasak, Treasurer; Frieda N. Kaleak, Secretary; Bernadette J. Adams; Lewis F. Brower; Bernadette A. Fischer; and Tina A. Wolgemuth.

Board Members Absent: Karl Derek Ahgeak (Excused)

Secretary Frieda N. Kaleak gave notice to the members that Director Karl Derek Ahgeak was excused due to health issues. See Special Meeting Minutes dated April 13, 2023, Item VI.c: Old Business, for motion to excuse Director Karl Derek Ahgeak from the 2023 Annual Meeting.

III. Invocation

Invocation was given by elder member Molly Pederson.

IV. Appointment of Parliamentarian

President Price E. Brower appointed the Cooperative's General Counsel John Andrew Leman of Kemppe, Huffman and Ellis, P.C., as parliamentarian for the 2023 Annual Meeting.

V. Determination of a Quorum

Secretary Frieda N. Kaleak presented the determination of quorum.

Secretary Frieda N. Kaleak stated the current membership count of the Cooperative is comprised of 1,153 voting members as of close of the business day on February 28, 2023, the date of record set by the Cooperative's Board. The Bylaws of the Cooperative require at least ten percent (10%) of the members to be present at the Annual Meeting to establish a quorum, which is 115 members.

The Bylaws of the Cooperative also state that a member who votes by mail is considered to have attended the meeting in person for the matter on which the member voted.

In the matter of members present at the 2023 Annual Meeting, a quorum was established with 214 members present in person. The members that made up this quorum are as follows:

Bernadette and John Adams; Johnny and Ruth Adams; Manuel A. Aguilar, Jr.; Maria C. Aguilar Lopez; Elizabeth and Robert A. Ahgeak, Sr.; James and Mae Ahgeak; Molly Ahgeak; Lottie Ahkivgak; Linda M. Ahkiviana; Fred Ahmaogak; Robyn G. and George K. Ahmaogak, Jr.; Roy E. Ahmaogak; Sharene Ahmaogak; Flossie Ahngasuk; Robert M. Ahngasuk; Jonas M. and Heidi Ahsoak; Janet Ahsogeak; Nancy Ahsogeak; Payuq Ahsogeak and Sandra O. Nayakik; Samuel P. Ahtuanguaruak and Falaura E. Hopson;

Christina Aiken; Benny and Linda Akootchook; Justina M. Akootchook; Bertha E. Akpik; Ethel R. Akpik; Molly E. and Robert O. Akpik, Jr.; Robert S. and Alice Akpik; Theresa Akpik; Winona Akpik; Tuaoloa Ale; Doreen Anashugak; Jefferson K. Angeles; Nelson S. and Conchita L. Anievas; Jimmy and Genina M. Arey; Reynold J. Aveoganna; Clifford and Tracy Benson; Sangram and Yvonne L. Biswokarma; Kyle Bodfish and Cher U. Igtanloc; Martha L. Bodfish; Virginia V. Bolt; April D. Brooks; Charles and Rebecca Brower; Clara M. Brower; Dora F. and Frederick Brower; Dora T. Brower; Eric G. Brower and Brittany R. Nayakik; Eugene and Charlotte Brower; Florence L. Brower; Isabel Brower; Lewis and Roxanne Brower; Price E. Brower; Sheila H. and Ralph J. Burke; Marie and Geoff Carrol; Chase W. Cloe; Kelsey K. Contrades; Thomas R. II and Alice R. Drake; Glenn R. and Carolyn M. Edwards; Anthony and Carolyn Edwardson; Dorothy Edwardson; Esther V. and Carol F. Edwardson; Megan Edwardson; Alice K. Ekowana; Perry T. Ekowana; Lucinda and Hayden S. Elliott; Prince J. Elliott; Forrest A. Enlow and Godiva M. Taumoepeau; Shannon and Francisco J. Esparza; Lula L. Falleaf; Bernadette Fischer; Yvonne Fonua; Fereti Fosi; Etta P. Fournier; Belinda Glastetter; Jerry C. and Ailepata Gogo; Nellie A. Gomez; Patrick S. Griffin; Angelito H. and Mary E. Gueco; Larshe D. Hoffland; Cassie Hopson; Darlene and Steve A. Hopson; Martha Hopson; Abel L. Hopson-Suvlu; Emma O. Huntsman; Olive and Grant Hutchison; Dawndee M. Ipalook; Elsie Itta; James L. Ivanoff, Sr.; Phyllis and James Ivanoff; Michael I. and Esther Jeffery; Neal Johnston; Lottie and Donald W. Jones; Tennessee Judkins; James and Deva Kagak; Frederick and Josie Kaleak; Frieda N. Kaleak; Alicia Kanayurak and Michael G. Tazruk-Simmonds; Leroy M. Sr. and Lilly L. Kanayurak; Lloyd and Alberta Kanayurak; Billy Kenton; Nites Khinghom; Emma S. Kignak; Paul J. and Kate Kignak; Weerayut Kingkaew and Nopmanee Mongkolprasert; Clara Kiou; Emma Koonaloak; Ambrosia E. Leavitt; Doreen Leavitt; James Sr. and Rhoda Leavitt; Roseanne Leavitt; Sondra M. Leavitt and Roderick C. Miguel; Rosalean Lisbourne; Stefanie Lozano and Harvard R. Brown; Mario's Pizza LLC; Darlene Matumeak-Kagak; Amy G. Maupin; Roseann E. Maupin and Ward N. Anashugak, III; Romeo D. and Maria R. Mesina; Audrey and Tua Mila; David Moberg-Thompson and Annie M. Ahsoak; Robin H. and Eva M. Mongoyak; Mari Moore; Flossie Nageak; Robert F. and Tranquillynna U. Nageak; Earl V. Nashoalook; Deva M. Nayukok; Arlene and Forrest Neakok; Charles and Martha K. Neakok; George and Veronica Neakok; Marie Neakok; Nancy L. Neakok; Maggie Nelson; Julia and Robert S. Ningeok; Romelito Nobleza and Jadyn C. Edward-Harrington; Don and Nora Nungasak; Nelda N. Nungasak; Usanee Nye; Jacqueline Okesene; Lisa M. Okpeaha; Lucy A. Okpik; Chastity G. Olemaun; Forrest D. Olemaun; George and Pauline H. Olemaun; Ida Olemaun; Mary J. Olemaun; Thomas and Margaret A. Olemaun; Vera Olemaun; Nellie O'Neill; Noel and Cherrylyn Ortilla; Victoriano Ortilla, Jr.; Wilfredo and Maria C. Ortilla; Roberta Oviok; Annie and Walter O. Oyagak; Margaret Oyagak; Tony Oyagak and Lola Tukrook; Florence J. Patkotak and Jared J. Nayakik; Mary V. and Harry Patkotak; Molly Pederson; Elsie Pikok; Lucy Ann Pikok; Mary A. Pikok; Melanie C. and Roxy Pikok; Ruengrit Prasanrak; Racquel Quirante; Cynthia Reilly; Vernon and Annie C. Rexford; Virgil and Donna J. Rexford; Miranda Rexford-Brown; Mac E. Rock, Sr.; Eleanor R. Saganna; Lamberto P. and Pilar G. Salamat; Frances Santiago; Svetlana and Blagojce Sarafinoski; Myrna and Robert Sarren; Kabkeo K. Siboulapha and Siviengkham Phaphongsavanh; Deidre E. Simmonds and Frederick S. Tule, Jr.; Jerry and Ethel Simmonds; Joanne Simmonds; David J. Smith and Katie A. Roseberry; Allen C. and Ginger L. Snow; Elaine Solomon; Herman and Pamela Solomon; Mamie Solomon; Aga A. Sotto; Crystal Spencer; Joyce Stotts; Debbie Suvlu; Lester Suvlu, Jr. and Jolene Anashugak; Richard and Ethel Taalak; Clara D. Tagarook; Jacquelyn J. Tagarook; Allyson A. Terzioski; W.K. Texeira; Daniel and Taihya N. Thomas; Lawrence S. and Selene J. Tirre; Tony Tivao and Catherina F. Fruean-Tivao; Yvonne A. Toovak; Isikeli Tua'i; Sarah M. Tua'i; Sioli L. and Mulugaveve Tu'ifua; Dorothy Tule; Irene Tule; Valerie Tule; Crystal and Aukusitino Tula'i; Charles R. Ungarook; Richard Sr. and Esther Ungarook; Aniseko and Andrea D. Unutoa; Joann and Solomona Unutoa; Shane Watson; Stephen S. and Katrina J. Watson; Susan H. Weber; Jamie and Marcus G. Williams; Tina A. Wolgemuth; Sungwarn Wongkamsom and Suphamat Yeesaeng.

In addition to the members present in person, 136 members returned a valid mail ballot for the Director Elections, and 131 members returned a valid mail ballot for the Bylaw Amendments, and thus counted towards the quorum for those matters. The members were considered present for those matters were:

George K. Adams; Josephine T. Adams; Lisa D. and Billy Adams; Max Adams, Jr.; Mary Ahkiviana; Doreen Ahmaogak; Mattie R. Ahmaogak; Roy E. Ahmaogak; Walton Ahmaogak, Sr.; Lilly and Pete F. Ahvakana; Fannie M. Aiken; Reuben S. and Miriam Aiken; Benny and Linda Akootchook; Robert S. and Alice Akpik; Theresa Akpik; Alaska Eskimo Whaling Commission; Eugene and Sophia T. Amling; Roy and Rachel Anashugak; Rosalinda Barreyro and Nikita M. San Agustin; Lance Benson; Waldo E. Bodfish; Virginia V. Bolt; Johnson Booth; Raymond Breer and Jessa D. Dichos; Jim Brooks; Andrew Brower; Arnold Jr. and Cheryl Brower; Charles and Rebecca Brower; Dora F. and Frederick Brower; Eugene and Charlotte Brower; Belinda Burnell; Delores B. Burnell; Aden H. Jr. and Melissa M. Bynum; James and Jeanette Christensen; Cornerstone Community Church; Donte Earl; Kathy Edwards; Daisy M. Edwardson; Alice K. Ekowana; William Ekowana; Beverly Eliason; Lucinda and Hayden S. Elliott; Shannon and Francisco J. Esparza; Eldon R. Fischer; Kevin S. Fisher; John C. George; Nellie A. Gomez; Angelito H. and Mary E. Gueco; Rafael H. Gueco; Robert C. and Qaiyaan Harcharek; Elizabeth Hollingsworth; Catherine Hopson; Charles F. and Adeline Hopson; Curtis Hopson; Darlene and Steve A. Hopson; Abel L. Hopson-Suvlu; Olive and Grant Hutchison; Robbyn L. Igtanloc; Mary J. Jacobs; Isaac and Marilyn Kalayauk; Alex Kaleak; Clara Kaleak; Frieda N. Kaleak; Harry P. Kaleak; Johnny B. Kaleak; Leo R. Kaleak; Lillian Kaleak; Marcella Kaleak; Lloyd and Alberta Kanayurak; Roy Kaveolook; Clara Kiou; Douglas and Doreen Knodel; Martha Koonaloak; Victor Koonaloak; Billy U. Leavitt;

James Sr. and Rhoda Leavitt; Jeffery and Grace Leavitt; Lloyd and Estella Leavitt; Roseanne Leavitt; Samantha Leavitt; Colleen F. Lemen; Edna A. Maclean; Rosemarie T. Masanque-Perez and Anthony D. Perez; Amy G. Maupin; Dorcas Maupin; Romeo D. and Maria R. Mesina; Claudia Mongoyak; Kathrine Mongoyak-Warden; Ben and Violet Nageak; David C. Nageak; Robert F. and Tranquilynna U. Nageak; Marilyn Nashaknik; Charles and Martha K. Neakok; Jane and Ned N. Nelson; Sarah Okakok; Eddie M. Okpeaha; Nellie O'Neill; Joy Oyagak; Roxanna Oyagak; Melinda A. Panigeo; Vincente Pico, Jr.; Susan J. Polis; Mary K. and Rick L. Rice; Carolyn Rivera; Nora Rubio; Scott's Superior Painting; Kabeko K. Siboulapha and Siviengkham Phaphongsavanh; Evelyn and Alex E. Sidon; Claire Sikvayugak; Joanne Simmonds; Laura Simmonds; Allen C and Ginger L. Snow; Herman and Pamela Solomon; Marjorie and Eli J. Solomon; William Solomon; Arnold and Cynthia Spear; Ernest G. and Marie G. Stackhouse; Michael and Martha Stackhouse; George and Jane E. Stevens; Susie J. Stine; Ian Stroud; Edith Suvlu; Stella E. and Bernice K. Suvlu; Richard and Ethel Taalak; Jacquelyn J. Tagarook; Laura and Bryan Thomas; Grant B. Thompson, Jr.; Flossie O. Tookak; Timothy Toovak; Sunshine Tuckfield; Sioeli L. and Mulugaveve Tu'ifua; Clarence Tukle; Harriet J. Tukrook; Crystal and Aukusitino Tula'i; John L. Wilson, Sr.; Mark Wolgemuth.

VI. Reading of Notice of Meeting and Proof of Mailing

President Price E. Brower presented the Reading of Notice of Meeting and Proof of Mailing and requested that the reading be dispensed with.

A copy of the Notice of Meeting was mailed out to every member on Wednesday, March 15, 2023, and a copy of the Certificate of Mailing, accompanied by the Notice of Meeting, was given to each member who was present at the meeting.

There were no objections to the dispensing with the Reading of Notice of Meeting and Proof of Mailing. There were no motions made.

VII. Approval of Agenda

President Price E. Brower presented the agenda for approval.

Member Forrest D. Olemaun motioned, seconded by member Patrick S. Griffin, to approve the agenda as presented.

Question called for. Motion carried.

VIII. Approval of Minutes

President Price E. Brower presented the June 09, 2022-Annual Meeting Minutes for approval as presented and entertained a motion to dispense with the reading of the minutes.

Member Forrest D. Olemaun motioned, seconded by member Patrick S. Griffin, to dispense with the reading of the minutes and approve the minutes as presented.

Question called for. Motion carried.

IX. Final Call for Ballots

President Price E. Brower reminded the members that there would be no candidate nominations from the floor and that the nomination process was already conducted by mail on February 10, 2023, to February 24, 2023, in accordance with Article IV, Section 4: Nominations, under the Cooperative's Bylaws.

President Price E. Brower stated that the Board was unable to find enough volunteers to form an election committee and that the mail ballots were counted on April 19, 2023, in accordance with the Bylaws by volunteer Jamie Williams and BUECI employees Caitlin Hopson-Suvlu, Taihya Thomas, and Jaleen Lyons.

President Price E. Brower asked if there were any objections to the appointment of Jamie Williams, Josie Kaleak, Taihya Thomas, and Jaleen Lyons to the election committee to finish the count of the in-person ballots and to provide the election results.

There were no objections and Jamie Williams, Josie Kaleak, Taihya Thomas, and Jaleen Lyons were appointed to the election committee.

Vice President Frederick F. Brower motioned, seconded by member Patrick Griffin, to take a 10-minute break to take a final call for ballots for the Director Elections and Bylaw Amendment Propositions.

Question called for. Motion carried.

The 10-minute break started at 7:10 p.m.

At 7:20 p.m., President Price E. Brower announced that the 10-minute break was over, and asked if there were any last ballots to be cast.

Seeing no last ballots to be cast, President Price E. Brower announced that balloting was officially closed.

X. Presentation of Reports

a. President's Report

President Price E. Brower presented the President's Report in its entirety.

Vice President Frederick F. Brower motioned, seconded by member Carolyn M. Edwards, to approve the 2022 President's Report as presented.

Question called for. Motion carried.

b. General Manager's Report

General Manager Timothy W. Russell presented the General Manager's Report in its entirety.

General Manager Timothy W. Russell invited Michael Rovito of Alaska Power Association to give a short presentation on the cooperative principals and what it means to be a member of the cooperative.

Member Carolyn M. Edwards motioned, seconded by Vice President Frederick F. Brower, to approve the 2022 General Manager's Report as presented.

Question called for. Motion carried.

c. Treasurer's Report

Treasurer Don A. Nungasak presented the Treasurer's Report in its entirety.

The floor was opened to the members for a Q&A session related to the Treasurer's Report.

There were no questions.

Member Carolyn M. Edwards motioned, seconded by member Patrick Griffin, to accept the 2022 Treasurer's Report.

Question called for. Motion carried.

XI. Announcement of Election Results

President Price E. Brower announced that the Election Committee had not finished the ballot count, and that Parliamentarian John Andrew Leman suggested that the meeting continue until the ballot count was finished.

XII. Member Concerns

President Price E. Brower opened the floor to allow the members to make their comments and/or concerns.

Members raised various concerns which were addressed by BUECI Management and Officers.

A detailed dictation of the members concerns and comments were given to the General Manager, Management, and Officers for further review and/or remediation.

XIII. Unfinished Business

There was no Unfinished Business.

Vice President Frederick F. Brower motioned, seconded by Secretary Frieda N. Kaleak, to take a 10-minute break to give the judges an opportunity to finish the ballot counting.

Question called for. Motion carried.

The 10-minute break started at 8:45 p.m.

The break ended at 8:55 p.m.

XIV. Announcement of Election Results

Secretary Frieda N. Kaleak announced the certified election results as follows:

1. Bernadette A. Fischer	110	8. Clifford Benson	50
2. Price E. Brower	91	9. Marie Stackhouse	42
3. Frederick F. Brower	88	10. Patricia Rice	41
4. Billy Adams	77	11. Forrest D. Olemaun	38
5. Heather Hopson	65	12. Christopher Danner	33
6. Martina Hopson	64	13. Clarissa Panningona	28
7. Megan Edwardson	52	14. Corrine Danner	26

It was determined upon the election results that **Bernadette A. Fischer**, **Price E. Brower**, and **Frederick F. Brower** received the highest number of votes and thus were elected to the BUECI Board of Directors.

Secretary Frieda N. Kaleak further announced the certified Bylaw Amendment results as follows:

Amendment	Yes Votes	No Votes
Proposition #1	235	42
Proposition #2	223	53

It was determined upon the Bylaw Amendment results that Proposition #1, and Proposition #2 had the majority affirmative votes and thus passed.

XV. New Business

There was no New Business to be had.

XVI. Drawing for Door Prizes

There were ten [10] BUECI contributions and forty-five [45] other contributions offered as door prizes which were awarded to the members through a random drawing.

XVII. Adjournment

Member Carolyn Edwards motioned, seconded by Director Lewis Brower, to adjourn the meeting.

Question called for. Motion carried.

The meeting adjourned at 9:34 p.m.

Date Approved: [DATE]

Attest:

Board Secretary

Board President

DOOR PRIZES

2024 BUECI ANNUAL MEMBERSHIP MEETING

1. **GRAND PRIZE: 13" Apple MacBook Air Laptop**
2. Wolverine Pelt
3. KitchenAid 7-Quart Bowl-Lift Stand Mixer - Red
4. Henkels Statement Razor-Sharp 20pc Knife Set
5. Gotham Steel Hammered 20pc Ceramic Pot/Pan Set
6. Vortex Optics Crossfire HD 10x42 Binoculars
7. Mr. Heater Big Buddy Pro Series Propane Heater
8. Coleman Triton+ 2 Burner Propane Camping Stove

**RETURN YOUR
BALLOT
TO BE ENTERED
INTO A DRAWING
FOR DOOR
PRIZES!**

Donated Prizes:

9. 8 - \$250 Utility Credits - Donated by North Slope Borough
10. 4 - \$100 Mario's Pizza Gift Cards - Donated by Mario's Pizza
11. 4 - \$100 AC Gift Cards - Donated by Alaska Commercial Company
12. 2 - \$100 Cash Prize - Donated by Scott's Superior Painting & Drywall
13. 2 - \$100 Utility Credits - Donated by Scott's Superior Painting & Drywall
14. 2 - \$100 Visa Gift Cards - Donated by Kemppel, Huffman and Ellis
15. 2 - \$100 Utility Credits - Donated by Vector Engineering - James Gray, P.E.
16. 1 - \$100 Amazon Gift Card - Donated by Hansen Transmission & Gear
17. 1 - \$100 Amazon eGift Card - Donated by Burkhart Croft Architects
18. 1 - \$50 Cash Prize - Donated by T&R Electric Supply Company Incorporated
19. Collapsible Backpack Cooler – Donated by National Information Solutions Cooperative
20. 2 - Dinner for Two @ Ilisagvik College – Donated by Ilisagvik College
21. 2 - \$50 Ilisagvik Bookstore Gift Card – Donated by Ilisagvik College

**Thank you to all the vendors who donated these wonderful prizes.
Your support is greatly appreciated!**