

KIT CARSON ELECTRIC COOPERATIVE, INC.

MEETING OF THE BOARD OF TRUSTEES

February 26, 2019

A meeting of the Board of Trustees of Kit Carson Electric Cooperative, Inc. (KCEC) was called to order by the President, Mr. Bobby Ortega, on Tuesday, February 26, 2019 at 9:04 a.m. in the Marcelino Martinez Room of the headquarters building of the Cooperative, Taos, New Mexico. The following Trustees were present:

<i>Bob Bresnahan</i>	<i>Russ Coyle</i>	<i>Present</i>
<i>Cristobal Duran</i>	<i>Bruce Jassmann</i>	
<i>Manuel Medina</i>	<i>Bobby Ortega</i>	
<i>Arthur Rodarte</i>	<i>Michael H. Romero</i>	
<i>Bernie Torres</i>	<i>David Torres</i>	
<i>Luisa Valerio-Mylet</i>		

Also, present were Johnny Valerio, Chief Financial Officer; Richard Martinez, Chief Operations Officer, Carmella Suazo, Assistant Manager; and Joyce Archuleta, Executive Secretary, who recorded the day's proceedings.

It was declared a quorum was present. *Quorum*

Mr. D. Torres led the Board in reciting the Pledge of Allegiance. *Pledge of Allegiance*

Mrs. Valerio-Mylet led the Board in a word of prayer. *Prayer*

The agenda was presented. It was moved by Mr. Duran, seconded by Mr. Jassmann, and unanimously approved, that the agenda be approved as presented. *Agenda*

The minutes for the Board of Trustees regular Board Meeting held January 29, 2019 were presented. It was moved by Mr. Medina, seconded by Mr. Coyle, and unanimously approved, that the minutes be approved as presented. *Minutes January 29, 2019, Regular Meeting*

Judge Ernest Ortega administered an oath of office to Mr. Michael H. Romero, newly appointed District Four Trustee. *Oath of Office*

Mr. Reyes presented the CEO report. The Form 7, and Balance Sheet were reviewed. Discussion was held on Legislation, transmission cost (Tri-State & Public Service Company of New Mexico) and the importance of getting *CEO Report*

Senate Bill 357 regarding Transmission & Generation passed. Mr. D. Torres reported the Safety Committee met February 11, 2019. He reported the Safety Committee was working on developing a strategy to encourage on the importance of employees to report near misses. He reported the Safety Incentive Program was being reviewed. Following discussion, it was moved by Mr. Bresnahan, seconded by Mr. Rodarte, and unanimously approved, that the CEO report for January 2019 be approved as presented. A copy of the CEO report is included in the Transfer of Documents and is hereby made a part of the minutes of this meeting.

The President reported requests have been received from Estates. It was moved by Mr. Rodarte, seconded by Mr. Jassmann, and unanimously approved, that payments be made to these Estates.

*Capital Credits
to Estates*

The President appointed Mr. Luis Reyes as CFC Voting Delegate for NRECA Annual Meeting to be held March 10 – 13, 2019 in Orlando, FL.

*Appoint District
4 Trustee*

The President reported donation totals and correspondence were in the packet and may be reviewed at leisure.

*Donations &
Correspondence*

Mr. Jassmann reported the Payables Committee met on February 11, 2019. Mr. Jassmann recommended approval. It was moved by Mr. Medina, seconded by Mr. Rodarte, and unanimously approved.

Payables

Mr. Reyes reported the Broadband Committee was scheduled to meet the following day, Wednesday, February 27, 2019.

*Broadband
Committee*

Mr. Rodarte reported the Solar Committee met February 15, 2019. Discussion was held on status of Taos, Questa and El Rito solar projects. The next Solar Committee meeting was scheduled for March 22, 2019 at 9:00 a.m.

*Solar
Committee*

Mr. D. Torres reported the Bylaw & Policy Committee met on February 22, 2019. He reported the Committee reviewed four policies and one section of the bylaws. The Committee recommended members vote on proposed changes to Article II, Meeting of Members, Section I, Annual Meeting. Delete the last sentence of the first paragraph of Section 1 in its entirety and replace it as follows: "District meetings shall be held solely for electing Trustees; no business of the Cooperative shall be conducted at District meetings. Elections shall take place at the time determined by the Board policy in the respective Districts on the dates for the District meetings set forth below." He reported discussion was held on

*Bylaw & Policy
Committee*

Board Policy 1.7 – Cooperative Elections. Committee recommended that election officials’ rate be paid as allowed by Taos County Bureau of Elections. Mr. Rodarte recommended the policy clarify the election officials would be paid the rate paid to Taos County Election Judges. Mr. D. Torres reported that discussion was held on Policy No. 2.14 Claims and Accidents - Method of Handling, Policy No. 3.14 - Safety Incentive Program and Policy No. 3.26 - Policy on Safe Behavior in the Workplace and are requesting all three policies be combined. It was moved by Mr. Jassmann, seconded by Mr. Duran, and unanimously approved that Board Policy 1.7 - Cooperative Elections be approved with recommended changes and that the proposed bylaw amendment be included on the notice for the 2019 Annual Meeting.

Mr. Reyes reported on bills still pending that would be presented at the 2019 Legislature. Discussion was held. *Legislative Information*

Mr. B. Torres inquired on Board of Trustee training. Mr. Reyes reported Trustees must be certified within first four years under the Credentialed Cooperative Director Program (CCD). *Board Member Concerns*

There being no further business to come before the Board, it was moved by Mr. B. Torres seconded by Mr. Duran, and unanimously approved, that the Board of Trustees of Kit Carson Electric Cooperative, Inc. meeting be adjourned until March 26, 2019 at 9:00 a.m. the date and time of the next Board meeting. Unless changed and, thereupon, the President declared the meeting adjourned at 10:04 a.m. *Meeting Adjourned*

The following Trustees were present at the end of the meeting:

Bob Bresnahan, Russ Coyle, Cristobal Duran, Bruce Jassmann, Manuel Medina, Bobby Ortega, Arthur Rodarte, Michael H. Romero, Bernie Torres, David Torres and Luisa Valerio-Mylet.



Secretary

Approved this 26 day of March 2019



President