

*KIT CARSON ELECTRIC COOPERATIVE, INC.*

*MEETING OF THE BOARD OF TRUSTEES*

*April 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, April 26, 2019 at 9:10 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>Bernie Torres</i>	
<i>Luisa Valerio-Mylet</i>		

*Also, present were 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. Romero led the Board in reciting the Pledge of Allegiance.* *Pledge of Allegiance*

*Mr. B. Torres led the Board in a word of prayer.* *Prayer*

*The agenda was presented. The President requested Item 9. (c). be moved after approval of minutes, in Executive Session. It was moved by Mr. Jassmann, seconded by Mrs. Valerio-Mylet, and unanimously approved, that the agenda be approved as amended.* *Agenda*

*The minutes for the Board of Trustees regular Board Meeting held March 26, 2019 were presented. It was moved by Mr. Jassmann, seconded by Mr. Coyle, and unanimously approved, that the minutes be approved as presented.* *Minutes March 26, 2019, Regular Meeting*

*It was moved by Mr. Duran, seconded by Mr. Medina, and unanimously approved that the Board go into Executive Session at 9:13 a.m. for Gridliance 115 kV Transmission Line Project Terms discussion.* *Executive Session*

*Meeting was reconvened by the order of the President at 10:38 a.m. It was moved by Mr. Duran seconded by Mr.* *Meeting Reconvened*

*D. Torres, and unanimously approved that KCEC enter into an agreement with Gridliance 115 kV Transmission Line Project Term Sheet.*

*The President called for a recess at 10:39 a.m.*

*Recess*

*Meeting was reconvened by the order of the President at 10:48 a.m.*

*Meeting reconvened*

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

*Capital Credits to Estates*

*The President appointed Mr. Arthur Rodarte as National Rural Electric Cooperative Association (NRECA) Voting Delegate and David Torres as Alternate for the NRECA Director Election to be held at the New Mexico Rural Electric Cooperative Association (NMRECA) Annual Meeting at Santa Ana Star Hotel, Bernalillo, NM, May 29, 2019.*

*Appoint NRECA Voting Delegate & Alternate*

*Discussion was held on the Approval of Proposed Bylaw Amendments for 2019 Annual Meeting. 1. Change Annual Meeting from June to April. 2. Eliminate District Meeting from District Election. 3. Change age to be eligible to become a Trustee from 18 years of age to 21 years of age. It was moved by Mr. Jassmann, seconded by Mr. Romero, and unanimously approved that the Approval of Proposed Bylaw Amendments for 2019 Annual Meeting be approved as presented.*

*Approval of Proposed Bylaw Amendments for 2019 Annual Meeting*

*Discussion was held on applying for a grant under the ReConnect Program. ReConnect Loan and Grant Program Board Resolution No. 02-04-19 was presented.*

*ReConnect Loan & Grant Program Board Resolution No.*

*WHERAS, Luis A. Reyes, Jr., Chief Executive Officer of Kit Carson Electric Cooperative, Inc., have the assigned Representative-Signature-Certify security role on behalf of the Cooperative, who shall be responsible for entering/updating an application, providing signatures, authorizing certifications, submitting the application for consideration and assigning access to new users in USDA's ReConnect Program Online Application System.*

*02-04-19*

*WHERAS, Mark Poche, Manager, have the assigned Administrator security role on behalf of the Cooperative, who shall be responsible for entering/updating an application and assigning access to new users in USDA's ReConnect Program Online Application System.*

*NOW THEREFORE BE IT RESOLVED, that the Representative-Signature-Certifier and Administrator for*

*the Cooperative shall comply fully with all security procedures and policies of the ReConnect Program Online Application System.*

*It was moved by Mr. Jassmann, seconded by Mrs. Valerio-Mylet and unanimously approved Resolution No. 02-04-19 ReConnect Loan & Grant Program Board Resolution be approved as presented.*

*Mr. Reyes presented the CEO report. The Form 7, and Balance Sheet were reviewed. Mr. Reyes reviewed the Power Requirements. Mr. Torres reported the Safety Committee met April 10, 2019. He reported the Safety Incentive Program was being reviewed. A safety survey was compiled, he stated the results would be presented when summary has been completed. Following discussion, it was moved by Mr. Rodarte, seconded by Mr. Bresnahan, and unanimously approved, that the CEO report for March 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.*

CEO Report

*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 April 10, 2019. Mr. Jassmann recommended approval. It was moved by Mr. Rodarte, seconded by Mr. Coyle, and unanimously approved.*

Payables

*Mr. Reyes reported the Broadband Committee met April 22, 2019. Mr. Reyes reported that Mr. Poche was refining the process and applying for grants to complete drops. Discussion was held on wireless issues at Sunshine Valley.*

Broadband Committee

*Mr. Rodarte reported the Solar Committee met April 12, 2019. Mr. Reyes updated the Board on solar projects. He reported a Request for Proposal (RFP) was advertised for a 5 MW project in Taos and a 2 MW project in Angel Fire. Both projects include storage.*

Solar Committee

*Mr. D. Torres reported the Bylaw & Policy Committee met on April 23, 2019. He reported discussion was held on the approval of Proposed Bylaw Amendments for the 2019 Annual Meeting. 1. Change Annual Meeting from June to April. 2. Eliminate District Meeting from District Election. 3. Change age to be eligible to become a Trustee from 18 years of age to 21 years of age.*

Bylaw & Policy Committee

Mr. Reyes reported that Consumer Advisory members need to be appointed in District One and District Two. Consumer Advisory meetings were held in Ojo Caliente, Penasco and Angel Fire. Consumer Advisory meetings will be scheduled for Taos and Questa.

Consumer  
Advisory

The President reported that it was time to revisit strategic goals and schedule a Board retreat later in the summer. Mr. B. Torres inquired on the self-evaluation of Board of Trustees.

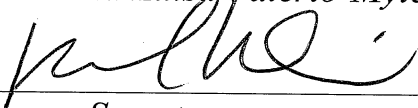
Other Business

There being no further business to come before the Board, it was moved by Mr. Jassmann seconded by Mr. Duran, and unanimously approved, that the Board of Trustees of Kit Carson Electric Cooperative, Inc. meeting be adjourned until May 28, 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 11:21 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 28<sup>th</sup> day of May 2019

  
President