

KIT CARSON ELECTRIC COOPERATIVE, INC.

MEETING OF THE BOARD OF TRUSTEES

November 22, 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 Friday, November 22, 2019 at 9:05 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>Cristobal Duran</i>	<i>Present</i>
<i>Bruce Jassmann</i>	<i>Manuel Medina</i>	
<i>Bobby Ortega</i>	<i>Arthur Rodarte</i>	
<i>Michael 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 Operating Officer, John Shafto, Chief Financial Officer and Joyce Archuleta, Executive Secretary, who recorded the day's proceedings.

It was declared a quorum was present. *Quorum*

Mr. Bresnahan led the Board in reciting the Pledge of Allegiance. *Pledge of Allegiance*

Mr. B. Torres asked for a moment of silence for the tragic loss of KCEC employee William Arko. Mr. B. Torres led the Board in a word of Prayer. *Prayer*

The agenda was presented. The President requested that discussion be held on the December Board Meeting date change during New Business section of the Agenda. It was moved by Mr. Jassmann, seconded, by Mr. Romero, and unanimously approved, that the agenda be approved as amended. *Agenda*

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

Mr. Reyes presented the CEO report. The Form 7 and Balance Sheet were reviewed. He reported on the cost of power, have not yet hit projections due to less kWh's being sold. Discussion was held on identifying Bed and Breakfast locations and classifying them correctly for billing. He reported on the aggressive tree trimming *CEO Report*

being done by KCEC crews. Mr. D. Torres reported the Safety Committee met November 11, 2019. Mr. B. Torres requested the Board be briefed on the employee fatality that occurred on November 13, 2019. Mr. Reyes reported this would need to be discussed in Executive Session. Following discussion, it was moved by Mr. Duran, seconded, by Mr. Jassmann, and unanimously approved, that the CEO report for October 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 in the amount of \$11,623.96. It was moved by Mr. Rodarte, seconded by Mr. Duran, and unanimously approved, that payments be made to these Estates. Discussion was held on the process of the Capital Credit allocations.

The President suggested changing the date of the December Board Meeting to Friday, December 27, 2019 to avoid having the meeting during the Christmas Holiday. The President reported a Board Work Session would not take place for the month of December. It was moved by Mr. Duran seconded by Mr. Jassmann and unanimously approved the December Board Meeting be held on Friday, December 27, 2019.

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

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

Mr. Reyes reported the Broadband Committee met November 19, 2019. He reported that Kit Carson Internet financials were still at a loss. Mr. Reyes reported that Mark Poche, Manager is working on upcoming specials, a marketing plan is being developed.

Mr. Rodarte reported the Solar Committee met November 15, 2019. He updated the Board on Solar Projects. Discussion was held.

Mr. D. Torres reported the Bylaw & Policy Committee met on November 13, 2019. He reported discussion was held on the following Board policies. Board Policy No. 2.21 Use of Credit Cards or Debit Cards by Members – Changes were recommended. Board Policy No. 2.23 Credit Card use – Changes were recommended. Board

Policy No. 3.12 Travel – No changes were recommended. It was moved by Mr. Jassmann, seconded by Mr. Romero and unanimously approved that the recommended changes be made to Board Policy No. 2.21 Use of Credit Cards or Debit Cards by Members and Board Policy No. 2.23 Credit card Use.

Mr. B. Torres suggested that the Board combine the Broadband Committee, Solar Committee and Bylaw Committee meetings to one meeting day. Discussion was held. The President inquired on the Budget review and when it would be reviewed. Mr. Reyes reported that the budgets would be ready for review and the Board would be advised of the review date. Mr. Rodarte suggested two employees attend monthly Board Meetings since employees are the ambassadors of the Cooperative. Other Business

The President requested the Board enter Executive Session to discuss fatality. It was moved by Mr. Duran, seconded by Mr. B. Torres, and unanimously approved that the Board go into Executive Session at 10:12 a.m. Executive Session

Meeting was reconvened by the order of the President at 11:20 a.m. Discussion was held on CoBank Strategic Planning Session and Safety Consultant. No action taken in Executive Session Meeting Reconvened

There being no further business to come before the Board, it was moved by Mr. Jassmann seconded by Mr. Bresnahan, and unanimously approved, that the Board of Trustees of Kit Carson Electric Cooperative, Inc. meeting be adjourned until December 27, 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 11:20 a.m. Meeting Adjourned

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

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



Secretary

Approved this 27th day of December 2019


President