

Kit Carson Electric Cooperative, Inc.
Taos, New Mexico

RESOLUTION

WHEREAS, Kit Carson Electric Cooperative, Inc. (KCEC) is required by its Bylaws to hold its annual member meeting on a Saturday in April in each calendar year; except if such meeting, for any reason, cannot be held on that day, and

WHEREAS, the Board of Trustees (Board) of KCEC had established the date for the annual member meeting for calendar year 2020 pursuant to the requirements of the Bylaws as June 20, 2020 at the Board of Trustees February 2, 2020 regular board meeting; and

WHEREAS, the Secretary of the United States Department of Health and Human Services (HHS) declared a public health emergency on January 31, 2020, pursuant to Section 319 of the Public Health Service Act (42 U.S.C. 247d), in response to a novel (new) coronavirus known as SARS-CoV-2, causing outbreaks in the United States of the coronavirus disease identified as COVID-19; and

WHEREAS, subsequent to the dates established by the Board for the district meetings and elections for KCEC, the President of the United States, pursuant to Sections 201 and 301 of the National Emergencies Act (50 U.S.C. 1601 *et seq.*) and consistent with Section 1135 of the Social Security Act (SSA), as amended (42 U.S.C. 1320b-5), issued a Proclamation finding and proclaiming that the COVID-19 outbreak in the United States constituted a national emergency, beginning March 1, 2020. Pursuant to such Proclamation, the President and the Secretary of HHS took sweeping action to implement emergency measures to control the spread of the COVID-19 virus in the United States; and

WHEREAS, subsequent to the date established by the Board for the annual member meeting for KCEC, the Governor of the State of New Mexico declared a state of public health emergency in the State of New Mexico and issued Executive Order 2020-004, which invoked the All Hazard Emergency Management Act and the Emergency Licensing Act; and

WHEREAS, pursuant to NMSA 1978, Section 24-1-3 of the Public Health Act, (PHA), the New Mexico Department of Health (DOH) has the authority to “control and abate the causes of disease, especially epidemics,” can “establish, maintain and enforce isolation and quarantine,” can “close any public place and forbid gatherings of people when necessary for the protection of the public health,” and can “bring action in court for the enforcement of health laws and rules and orders issued by the department.” Additionally, pursuant to NMSA 1978, § 24-1-21 of the PHA, “[a]ny person violating any of the provisions of the [PHA] or any order, rule or regulation adopted pursuant to

the provisions of the [PHA] is guilty of a petty misdemeanor” and shall be subject to fine or imprisonment; and

WHEREAS, on March 19, 2020, the Secretary of DOH (Secretary) issued an emergency public health order (Order) prohibiting public gatherings of 10 or more people, but exempted “typical business environments” from this prohibition. The Order defined “typical business environments” as “businesses, governmental organizations, political subdivisions, or other entities engaged in commercial, industrial, charitable, or professional activities.” The Order also directed typical business environments not engaged in an essential service to limit operations “to the greatest extent possible and minimize employee contact;” and

WHEREAS, on March 23, 2020, the Secretary of DOH issued a subsequent Emergency Order Closing All Businesses and Non-Profit Entities Except for those Deemed Essential and Providing Additional Restrictions on Mass Gatherings Due to COVID-19 (2nd Order), amending the prior Order. Pursuant to the PHA, the Public Health Emergency Response Act and the Department of Health Act, the 2nd Order issued by the Secretary adopted an isolation and quarantine requirement, and closed public places and forbid gatherings of people when deemed necessary by the DOH for the protection of public health; and

WHEREAS, the 2nd Order issued by the Secretary prohibited Mass Gatherings, which the Secretary further narrowed to include “any public or private gathering that brings together five (5) or more individuals in a single room or connected space, confined outdoor space or any open outdoor space where individuals are within six (6) feet of each other.”

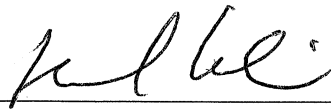
NOW THEREFORE BE IT RESOLVED, the Board of Trustees of KCEC has determined that pursuant to Article II, Section 1 of the Bylaws, in light of the Governor’s Executive Order 2020-004 and the Secretary’s 2nd Order prohibiting public gatherings of five (5) or more individuals in a single room or connected space, and the need for KCEC to do its part to contribute to the well-being of the public health of the communities in which it provides electric utility service, KCEC is hereby suspending the annual member meeting originally scheduled for June 20, 2020.

BE IT FURTHER RESOLVED, that the Board of Trustees of KCEC hereby specifically suspends the annual member meeting until such time as the Governor’s Executive Order 2020-004 has been vacated or superseded, and the Secretary’s 2nd Order has been vacated or superseded by further order from the Secretary that the emergency conditions and restrictions related to the public health and the prohibitions regarding Mass Gatherings have been lifted or reduced in a manner that would allow the annual member meeting to proceed.

BE IT FURHTER RESOLVED, the Board of Trustees of KCEC will take action to reschedule the required annual member meeting after the Orders of the Governor and/or Secretary imposing the emergency conditions and restrictions related to

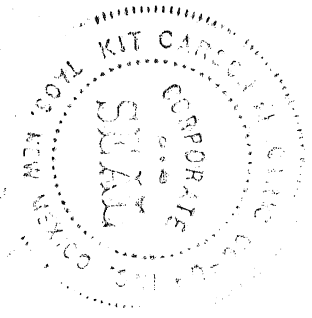
the public health and the prohibitions regarding Mass Gatherings have been lifted or reduced in a manner that would allow the annual member meeting to proceed. Consistent with the requirements of the Bylaws, notice of the rescheduled annual member meeting will be provided no less than ten (10) days prior to and no more than twenty-five (25) days prior to the date of the annual member meeting.

I, Manuel Medina, Secretary of Kit Carson Electric Cooperative, Inc. do hereby certify that the above is a true and correct copy of a Resolution unanimously adopted by the Board of Trustees of Kit Carson Electric Cooperative, Inc., at a meeting held on the 28th day of April, 2020, at which meeting a quorum was present.



Secretary

Kit Carson Electric Cooperative, Inc.



(SEAL)

RESOLUTION NO. 2-4-20